

NO0000001186

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/18/00--01100--016
*****78.75 *****78.75

SUBJECT: The ProSure Foundation, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert Cooper
Name (Printed or typed)

7217 Benjamin Rd
Address

Tampa FL 33634
City, State & Zip

813 243-1110
Daytime Telephone number

FILED
00 FEB 18 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

2-23
WC

**ARTICLES OF INCORPORATION
OF
THE PROSURE FOUNDATION, INC**

FILED
00 FEB 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a not for profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **The ProSure Foundation, Inc.**, (hereinafter referred to as Corporation).

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE 3 – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 179 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 – OFFICERS

The Officers shall be elected by a majority vote of the directors and officers of this Corporation as set forth in the by-laws of this Corporation. The initial Officers of this Corporation are:

| | | | |
|----------------------|------------------|--------------------|----------------------|
| President: | Mark J. Clements | 7217 Benjamin Road | Tampa, Florida 33634 |
| Vice President: | David B. Shick | 7217 Benjamin Road | Tampa, Florida 33634 |
| Secretary\Treasurer: | Robert Cooper | 7217 Benjamin Road | Tampa, Florida 33634 |

ARTICLE 5 – PRINCIPLE OFFICE

The mailing address and address of the principal office of this Corporation is:

7217 Benjamin Road
Tampa, Florida 33634

ARTICLE 6 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Robert Cooper
7217 Benjamin Road
Tampa, Florida 33634

ARTICLE 7 – DIRECTORS

The Directors of this Corporation shall be elected by a majority vote of the Directors and Officers of this Corporation as set forth in the by-laws of this Corporation. The initial Directors of this Corporation are:

| | | | |
|-----------|----------------|--------------------|----------------------|
| Director: | Mark Clements | 7217 Benjamin Road | Tampa, Florida 33634 |
| Director: | David B. Shick | 7217 Benjamin Road | Tampa, Florida 33634 |
| Director: | Robert Cooper | 7217 Benjamin Road | Tampa, Florida 33634 |

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 9 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be comprised of members rather than shareholders.

ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the by-laws of the Corporation.

ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the by-laws of the Corporation.

ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or the Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this Corporation is:

7217 Benjamin Road
Tampa, Florida 33634

The name and address of the registered agent of this Corporation is:

Robert Cooper
7217 Benjamin Road
Tampa, Florida 33634

ARTICLE 14 – EFFECTIVE DATE

These Articles Of Incorporation for this Corporation shall be effective immediately upon the approval of the Secretary of State, State Of Florida.

ARTICLE 15 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board Of Directors and the Officers, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 – INDEMNIFICATION

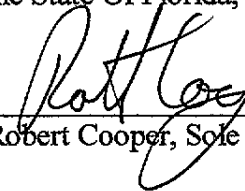
The Corporation shall indemnify a Director or an Officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director of Officer of the Corporation against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because

the individual is or was a Director, Officer, Employee or Agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board Of Directors, that indemnification of the Director, Officer, Employee or Agent, as the case may be, is permissible in the circumstances because the Director, Officer, Employee or Agent has met the standard of conduct set forth by the Board Of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, Employees or Agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, Employee or Agent of the Corporation, as the case may be, as a Director, Officer, Employee, Partner, Trustee or Agent of another foreign or domestic Corporation, Partnership, Joint Venture, Trust, Employee Benefit Plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Director, Officer, Employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee" and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State Of Florida, this February 16, 2000.



Robert Cooper, Sole Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert Cooper, having a business office identical with the registered office of the ProSure Foundation, Inc., and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Robert Cooper, Registered Agent

FILED
00 FEB 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA