

# No 20000007999

**THOMAS P. PAGE**  
*Attorney at Law*

5125 Adanson St., Suite 500  
Orlando, FL 32804

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October 15, 2002

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

400008428864--2  
-10/17/02--01063--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: American Safety Council Foundation, Inc.

Dear Sir:

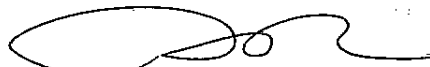
Enclosed herein please find the original and one copy of the Articles of Incorporation for filing with the Secretary of State regarding the above referenced corporation. Also enclosed is this firm's check in the amount of \$78.75, representing the following fees:

- |                                    |             |
|------------------------------------|-------------|
| 1. Filing Fee                      | \$35.00     |
| 2. Designation of Registered Agent | 35.00       |
| 3. Certified copy of Articles      | <u>8.75</u> |
|                                    | \$78.75     |

Once the Articles of Incorporation have been duly filed, please return a certified copy to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Thomas P. Page

TPP/dms  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT 17 AM 9:51

10-18-02  
WJ

ARTICLES OF INCORPORATION  
OF  
AMERICAN SAFETY COUNCIL FOUNDATION, INC.  
(A Not-For-Profit Corporation)

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 OCT 17 AM 9: 51

ARTICLE I

NAME

The name of this corporation shall be AMERICAN SAFETY COUNCIL FOUNDATION, INC.

ARTICLE II

ADDRESS

The street address of the place of business of the Corporation is 5125 Adanson St., Suite 500, Orlando, Florida 32804, or such other location as may be determined from time to time by the Board of Directors.

ARTICLE III

TERM

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSE OF CORPORATION

The primary purpose of this Corporation is educational, to instruct or train individuals for improving or developing their capabilities, or to instruct the public on subjects beneficial to the community, so far as it or may be permitted by the Laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

MEMBERSHIP

Clauses and qualifications of membership shall be as stated in the Bylaws of the Corporation.

ARTICLE VI

MANAGEMENT

The affairs of this Corporation shall be managed and governed by a Board of Directors.

The names and addresses of the initial Board of Directors are:

Robert W. Proechel  
5125 Adanson St., Ste. 500  
Orlando, FL 32804

Thomas P. Page  
5125 Adanson St., Ste. 500  
Orlando, FL 32804

Donna Simmerson  
5125 Adanson St., Ste. 500  
Orlando, FL 32804

ARTICLE VII

OFFICERS

All officers of the Corporation shall be elected or appointed in accordance with the Bylaws of the Corporation.

ARTICLE VIII

INCORPORATOR

The name of the incorporator of these Articles of Incorporation is Thomas P. Page, 5125 Adanson St., Suite 500, Orlando, Florida 32804.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the Corporation.

ARTICLE X

AMENDMENT

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5125 Adanson St., Suite 500, Orlando, Florida 32804. The name of the Corporation's initial registered agent to receive service of process is Thomas P. Page, 5125 Adanson St., Suite 500, Orlando, Florida 32804.

ARTICLE XII

DISSOLUTION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Code, or shall be distributed to the federal government, or to a state or local government

for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

### ARTICLE XIII

#### INDEMNIFICATION

To the fullest extent permitted by and in accordance with the provisions of Florida law, the Corporation may indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer.

### ARTICLE XIV

#### USE OF CONTRIBUTIONS


The disposition of contributions and donations made to this Corporation shall be under the full control of the Board of Directors to be used to carry out the purposes and functions of the corporation.


The undersigned incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Florida, does hereby adopt the foregoing Articles of Incorporation, and in witness whereof, has hereunto set his hand this 5<sup>th</sup> day of October 2002.

  
Thomas P. Page, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October 2002 by Thomas P. Page, as Incorporator, of AMERICAN SAFETY COUNCIL FOUNDATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

  
Notary Public, State of Florida  
Printed Name: Donna Simmerson  
My Commission Expires:

 Donna Simmerson  
My Commission CC877218  
Expires November 28, 2003

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT 17 AM 9:51

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That AMERICAN SAFETY COUNCIL FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named Thomas P. Page, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Thomas P. Page, Registered Agent