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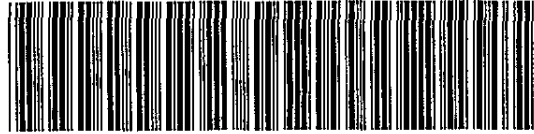
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS AND BUSINESSES  
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W04-35705

1/11

**TRANSMITTAL LETTER**

Joy A. Fotheringham  
Bookkeeping & Tax Services, Inc.  
226 McIntosh Rd.  
Ormond Beach, FL 32174-5517  
386-672-3856

August 27, 2004

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

**SUBJECT: HAPPY HEARTH FOUNDATION DBA WATERWAY RESORTS**  
*Proposed Corporate Name*

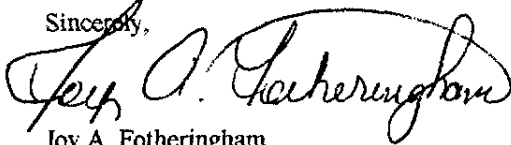
Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>			

If you have any questions or require additional information, please free feel to contact me at the address and telephone number listed above.

Thank you for your prompt attention to this matter.

Sincerely,



Joy A. Fotheringham  
Tax Accountant Specialist



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 27, 2004

JOY A. FOTHERINGHAM  
226 MCINTOSH RD.  
ORMOND BEACH, FL 32174-5517

SUBJECT: HAPPY HEARTH FOUNDATION DBA WATERWAY RESORTS.  
Ref. Number: W04000035705

We have received your document for HAPPY HEARTH FOUNDATION DBA WATERWAY RESORTS. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 404A00056550

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS AND BUSINESSES  
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**ARTICLES OF INCORPORATION  
OF  
HAPPY HEARTH FOUNDATION, INC.**

In Compliance with Chapter 617, F.S., Non For Profit

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Florida Non-Profit Corporation, adopt the following Articles of Incorporation for such Corporation:

**Article I  
NAME**

The name of the corporation is Happy Hearth Foundation, Inc.

**Article II  
DURATION**

The period of duration of this corporation is perpetual.

**Article III  
PURPOSE**

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."
- (i) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) no substantial part of the activities of the corporation shall be the 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

#### **Article IV MEMBERS/STOCK**

The corporation shall not have any class of members or stock.

#### **Article V BY-LAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

#### **Article VI DIRECTORS**

The number of directors of this Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Franklin D. Damron, Sr., 2315 North Halifax Avenue, Daytona Beach, Florida 32118.

Francene M. Votsis, 2315 North Halifax Avenue, Daytona Beach, Florida 32118.

Viktoría Scholz, 2315 North Halifax Avenue, Daytona Beach, Florida 32118.

#### **Article VII INCORPORATORS**

The names and addresses of the incorporators are:

Franklin D. Damron, Sr., 2315 North Halifax Avenue, Daytona Beach, Florida 32118

Francene M. Votsis, 2315 North Halifax Avenue, Daytona Beach, Florida 32118.

Viktoria Scholz, 2315 North Halifax Avenue, Daytona Beach, Florida 32118.

**Article VIII**  
**REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office shall be:

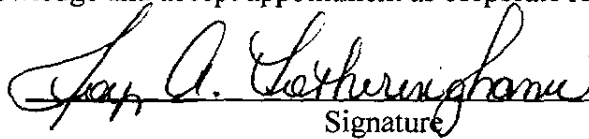
226 McIntosh Road, Ormond Beach, Florida 32174-5517

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

Joy A. Fotheringham

I hereby acknowledge and accept appointment as corporate registered agent:

  
Signature

**Article IX**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 2315 North Halifax Avenue, Daytona Beach, Florida 32118. The business of this Corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

**Article X**  
**DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 III hereof. No substantial part of the activities of the corporation shall be the 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)

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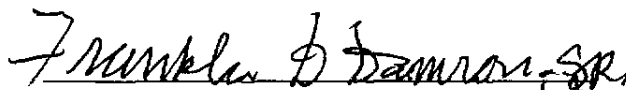
of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

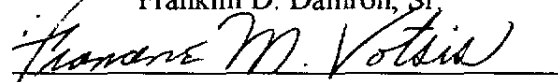
### **Article XI DISSOLUTION**

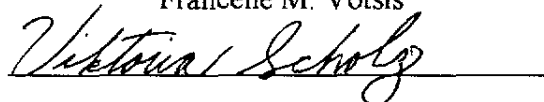
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District 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 Witness Whereof, We, Franklin D. Damron, Sr., Francene M. Votsis, and Viktoria Scholz, have executed these Articles of Incorporation in duplicate this 27 August 2004, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

  
\_\_\_\_\_  
Franklin D. Damron, Sr.

  
\_\_\_\_\_  
Francene M. Votsis

  
\_\_\_\_\_  
Viktoria Scholz

Viktoria Scholz