

FROM: HOLLAND KNIGHT LLP

FAX NO.: (407) 244-5288

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FLORIDA NON-PROFIT CORPORATION

Troop 95, Kissimmee, Inc.

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**ARTICLES OF INCORPORATION
OF
TROOP 95, KISSIMMEE, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Troop 95, Kissimmee, Inc. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office of the Corporation shall be 112 Celava Court, Kissimmee, Florida 34743, and the mailing address shall be the same.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 112 Celava Court, Kissimmee, Florida 34743. The name of the initial registered agent at that address is Norbert Camacho.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations

pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

- | | |
|-----------------|--|
| Norbert Camacho | 112 Celava Court
Kissimmee, Florida, 34743 |
| Thomas Jose | 1840 Kings Point Blvd.
Kissimmee, Florida 34744 |
| Rogette Lorah | 259 Mante Drive
Kissimmee, Florida 34743 |
| Pauline Nye | 122 Lakepointe Circle
Kissimmee, Florida 34743 |

ARTICLE VII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

DURATION

The Corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X

BYLAWS

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI


INCORPORATOR

The name and address of the incorporator is:

Norbert Camacho

112 Celava Court
Kissimmee, Florida, 34743

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 11th day of July, 2005.


Norbert Camacho, Incorporator

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

TROOP 95, KISSIMMEE, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Troop 95, Kissimmee, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 112 Celava Court, City of Kissimmee, County of Osceola, State of Florida has named Norbert Camacho, whose address is 112 Celava Court, City of Kissimmee, County of Osceola, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.


Norbert Camacho, Registered Agent

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