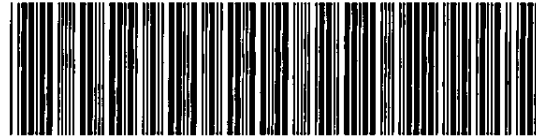


N06000000486

From: Origin ID: DABA (386)767-8882
Martin Boire
Support Our Troops, Inc
595 W. Granada Blvd.
Suite J
Ormond Beach, FL 32174



300102063703

*Kstart
Tewis*

2007 MAY 11 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

05/11/07--01044--003 **35.00

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

**ARTICLES OF INCORPORATION OF
AMERICANS SUPPORT OUR TROOPS ASSOCIATION, INC.
A NOT- FOR- PROFIT CORPORATION
— RESTATED —**

ARTICLE I – NAME

The name of this not-for-profit corporation is **Americans Support Our Troops Association, Inc.**, (hereinafter referred to as ASOTA).

ARTICLE II – DURATION

The term of existence shall be perpetual.

ARTICLE III – REASON FOR CREATION

Whereas, freedom of association, "*the right of the people to peaceably assemble,*" one of the most important rights we reserved to ourselves by the Bill of Rights, has led to greater public charity and good in America than a congress could ever legislate, and this freedom enables us to gather together to pursue personal interests or promote the general welfare and common good; and

Whereas, in order to create a concrete statement of thanks to America's troops for their service civilians stepped forward and founded the national nonprofit Support Our Troops, Inc., a Florida not-for-profit ("SOT"), to permanently bolster America's troops and their families who are sacrificing to protect all of us after September 11, 2001; and

Whereas, SOT is dedicated to assisting our troops and their families and providing means through which everyone can publicly display support for their troops and their families;

Therefore, SOT has for the common good organized and sponsored ASOTA which functions under the auspices and control of SOT and provides a vehicle through which people can assemble and facilitate public displays of support for America's troops and their families, exchange information about supporting their troops and if they wish assist SOT in raising money for the troops and their families.

ARTICLE IV - PURPOSE

The broadly stated purposes of ASOTA are to facilitate public displays of support for America's troops and their families and to raise money to bolster the troops and the families of troops who are sacrificing to protect all of us after September 11, 2001, and ASOTA is established to facilitate those ends. ASOTA is a nonprofit corporation and is organized

FILED
2001 MAY 11 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

exclusively for charitable purposes, including: making distributions to SOT; generally soliciting or receiving contributions from the public; publicizing support for America's troops and promoting a clear demonstration by Americans of their support of their troops and troops' families; providing diverse means by which the public can publicly display their support for and pride in their troops while at the same time raising funds for SOT to financially assist the troops and their families who are sacrificing to protect all of us; disseminating communications which facilitate the purposes set forth herein; doing all such things as are incidental and/or conducive to the attainment of its charitable objectives, except as limited herein or in the Bylaws.

ARTICLE V - NOTICE

It is the express intent of ASOTA not to incur the expense of having to provide notice of anything by transmission of a writing in physical form, which would consume potentially many thousands of dollars that ASOTA would rather pass on to its intended beneficiaries. No notice is required to Class B and Class C members, but to the extent that ASOTA elects in its discretion to deliver any notice, notice for all purposes may be communicated in any electronic form, including without limitation, automated telephone dialers, email, or posting on ASOTA's website or electronic network. Acceptance of Membership constitutes irrevocable acceptance by a Member to receive any and all notices solely by electronic transmission both during and after Membership. Electronic notice is effective when (a) transmitted by electronic mail, if directed to the last known electronic mail address at which the Member has provided, regardless if it is returned as undeliverable or (b) posted on the ASOTA website or an electronic network that the Member, or (c) transmitted to the Member, if by any other form of electronic transmission provided by the Member. It is the responsibility of the Member to notify ASOTA of any change in the Member's electronic address, and notice is effective if given to the last known electronic address provided by a Member whether or not correct and current, regardless if it is returned as undeliverable. The Board of Directors may elect, in its own discretion, to give written notice by different or additional means.

ARTICLE VI - ACKNOWLEDGMENT

The Board recognizes that ASOTA, the charitable purposes and business concept behind it, were the ideas of Martin C. Boire. Without him ASOTA would not have come into existence and without him what comes of it would not be. As Founder, he is the man principally undertaking the creation and organization of all aspects of the building of this charitable enterprise, and the primary thought and labor in its creation and the launching of its enterprises and structures will in large part come from him and be driven by his thoughts, labor and ingenuity.

ARTICLE VII - MEMBERSHIP

ASOTA has three membership classes:

Class A – The Parent Corporation. Support Our Troops, Inc, a Florida Corporation, founded February 28, 2005, is irrevocably the sole Class A member for the duration of ASOTA. The Class A Membership exclusively, irrevocably and forever holds all voting rights, notice rights, and power. The Class A Membership will solely elect the Board of Directors.

Class B – The Individual Members. Generally, Class B Members are individual persons. Class B Members have no voting right or power, are not entitled to notice on any corporation matters, have no right to inspect corporate records, and are not entitled to attend any meetings. An individual, corporation, club, or ASOTA may join as a Class B Member only as provided in the Bylaws. The Board of Directors of ASOTA may set the qualifications for Class B Members and may elect, in its sole and absolute discretion, to grant Class B Members specific rights as provided in the Bylaws.

Class C – The State Chapters. Generally, Class C Members are limited to incorporated or unincorporated associations (“Chapters”) organized within a state or geographic area. Class C Members have no voting power, are not entitled to notice on any corporation matters, have no right to inspect corporate records, and are not entitled to attend any meetings. A Chapter may join ASOTA as a Class C Member only as provided in the Bylaws. The Board of Directors of ASOTA may set the qualifications for Class C Members and may elect, in its sole and absolute discretion, to grant Class C Members specific rights as provided in the Bylaws.

Membership in all cases is voluntary, at-will, and meant to be very simple. Membership is not transferable. Membership expressly constitutes acknowledgment of and agreement to all restrictions and requirements in the Bylaws, including without limitation the “Governing Law and Venue,” and the “Intellectual Property Matters” provisions thereof.

Participation is voluntary and indefinite and Members may withdraw whenever and for whatever reason they want, and in turn ASOTA may disassociate Members or amend these Articles and the Bylaws without consequences or notice. Members may be disassociated for acts which in the opinion of the Board of Directors are contrary to the objectives or philosophy of ASOTA or SOT or violative of the Bylaws or resolutions of the Board of Directors. Upon disassociation of membership certain of the duties and protections owed to ASOTA or third parties as specified in the Bylaws or resolutions of the Board of Directors will continue in force and effect as specified therein.

ARTICLE VIII – EFFECTIVE DATE

The corporate existence began on January 17, 2006.

ARTICLE IX - DIRECTORS

Directors are elected by the Class A Member by the method stated in the Bylaws. ASOTA is managed by officers under the direction of a Board of Directors. ASOTA has four (4) directors initially, and the number of directors may be increased or decreased from time to time as provide in the Bylaws, but may never be less than three (3). The initial directors are:

Joseph V. Anania
280 Melrose Avenue
Ormond Beach, FL 32174

Martin C. Boire
595 West Granada Blvd., Ste. J
Ormond Beach, FL 32174

Mark Erickson
14901 White Magnolia Ct.
Orlando, FL 32824

Bruce Jonas, Esquire
16017 North Florida Avenue
Suite 125
Tampa/Lutz, FL 33549-8140

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws is vested solely in the Class A Member.

ARTICLE XI - PRINCIPAL OFFICE

The principal office and mailing address of ASOTA is:

Principal Office
595 West Granada Blvd., Ste. J
Ormond Beach, FL 32174

Mailing Address
P. O. Box 70
Daytona Beach, FL 32115-0070

ARTICLE XII - REGISTERED AGENT, OFFICE

The registered agent and office of ASOTA is:

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4
Weston, FL 33331

ARTICLE XIII - INCORPORATOR

The name and address of the Incorporator of ASOTA is Bruce Jonas, 16017 North Florida Avenue, Suite 125, Tampa/Lutz, FL 33549-8140.

ARTICLE XIV - IRC 501(c)(3) QUALIFICATION

The incorporator and the initial directors are citizens of the United States.

ASOTA is organized exclusively for charitable 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 federal tax code.

No part of the net earnings of ASOTA shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that ASOTA shall be authorized and empowered to make disbursement to its 501(c)(3) parent corporation member, and except that ASOTA 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 the paragraph immediately above and Article III. No substantial part of the activities of ASOTA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ASOTA 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, ASOTA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of ASOTA.

ASOTA shall not compete with SOT and has no authority to take, facilitate, participate in, or directly or indirectly fund any legal or equitable action against SOT.

ASOTA is instituted and created under the authority of SOT, and shall be subordinate to and subject to its authority since SOT is the sole Class A Member. ASOTA shall dissolve whenever its charter is surrendered to, taken away by, or revoked by SOT. In such event, or in the event of dissolution of ASOTA for any reason, any assets of ASOTA shall be distributed as is set forth in the paragraph immediately below.

Upon the dissolution of ASOTA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of ASOTA, dispose of all of the assets of ASOTA by delivering the same to the parent corporation SOT, unless and except it no longer exists or fails to qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in which event such assets shall be delivered to an exempt organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the County and State in which its principal office is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XV – WAIVER OF JURY TRIAL

MEMBERS AND ANY OTHER PERSON CLAIMING IN RELATION TO THESE ARTICLES KNOWINGLY AND WILLINGLY WAIVE ANY RIGHT THEY HAVE TO A TRIAL BY JURY ARISING OUT OF OR IN ANY WAY RELATED TO THESE ARTICLES OR ACTIVITIES HEREUNDER.

ARTICLE XVI – VENUE


The venue of these Articles, the Bylaws, Resolutions, and all claims in law or equity either by a Member or relating to ASOTA or SOT is established in the State of Florida in the United States of America.

This is a membership Corporation. These Restated Amended Articles of Incorporation were unanimously adopted by the membership entitled to vote on same on May 9, 2007. The number of votes cast for the amendment was sufficient for approval.

I state under penalty of perjury that to the best of my knowledge the facts herein are true and correct.



Mark Erickson, Director



Martin C. Boire, Director



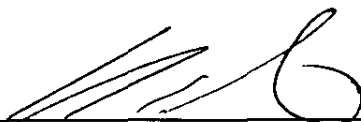
Joseph V. Anania, Director



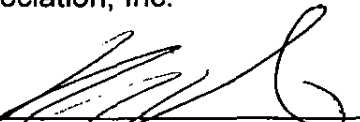
Bruce Jonas, Director

Support Our Troops, Inc. (member)

Americans Support Our Troops Association, Inc.

BY: 

Martin C. Boire, as Pres.

BY: 

Martin C. Boire, as Pres