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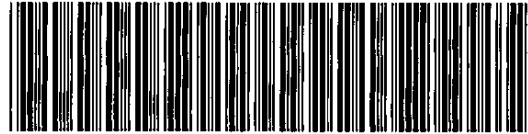
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
8/22

COVER LETTER

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

SUBJECT: STOP THE SPREAD, 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: DAVID KING
Name (Printed or typed)

1100 RIDGEWAY LOOP RD STE 400
Address

MEMPHIS TN 38120-4058
City, State & Zip

(901) 259-7120
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
STOP THE SPREAD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the incorporator for a corporation under the Florida Not for Profit Corporation Act, FLA. STAT. tit. XXXVI, ch. 617 (the "Act"), hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is STOP THE SPREAD, INC. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Corporation shall be:

210 SW 18th Ct
Pompano Beach FL 33060-9133

The mailing address of the Corporation shall be:

72 East McNab Rd
PMB 174
Pompano Beach FL 33060-9238

ARTICLE III
PURPOSES AND POWERS

The Corporation shall be organized and thereafter operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and specifically, for the purposes of raising public awareness of and reducing the spread of HIV/AIDS throughout the world and providing both physical and spiritual aid to those afflicted with HIV/AIDS and those at risk of contracting HIV/AIDS. In furtherance of such purposes, the Corporation shall have full power and authority:

(a) to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trust and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes in connection with promoting and advancing the Corporation's charitable purposes;

(b) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incidental to the accomplishment of the Corporation's charitable purposes;

(c) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the Corporation's charitable purposes, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(d) to exercise fiduciary powers to the fullest extent permitted by law and to enter into any authorized trust agreements and give bond for the performance of such fiduciary relationships and to consult with, retain and otherwise deal with banks, trust companies or investment advisors in all matters determined by the Corporation's Board of Directors to be in the best interests of the Corporation, so long as such activity is in compliance with the provisions of these Articles of Incorporation and as may be permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Code; and

(e) to do and perform all acts reasonably necessary for or incidental to the accomplishment of the Corporation's charitable purposes, and to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or exercise under the Act, as amended from time to time, or the corresponding provisions of any future Florida not for profit corporation act, and as may be permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Code.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in these Articles of Incorporation and as are exclusively charitable and are entitled to charitable status under § 501(c)(3) of the Code. For purposes of these Articles of Incorporation, "charitable purposes" shall have the meaning provided in §501(c)(3) of the Code, contributions for which are deductible under § 170(c)(2) of the Code. All references in these Articles of Incorporation to sections of the Code shall be considered to be references to the Code, as from time to time amended, and to the corresponding provisions of any applicable future law adopted involving the internal revenue laws of the United States and to all regulations issued under such laws.

ARTICLE IV **ELECTION OF DIRECTORS**

The Corporation's initial directors shall be appointed by the Incorporator as set forth in Article V of these Articles of Incorporation. Subsequent directors shall be elected as provided in the Corporation's bylaws.

ARTICLE V
INITIAL DIRECTORS

The names and addresses of the Corporation's initial directors are as follows:

David F. Lashbrook
1007 9th Ave N
Jacksonville Beach FL 32250-3629

Jeremy Swanson
5650 NE 190th Ave
Williston FL 32696-6704

James H. VanZwieten
210 SW 18th Ct
Pompano Beach FL 33060-9133

Tannen S. VanZwieten
210 SW 18th Ct
Pompano Beach FL 33060-9133

Jami W. Ward
1104 Pebble Beach Dr
Elkton MD 21921-6329

Daniel G. Wolf
11 22nd Ave
Isle of Palms SC 29451-2303

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial registered agent shall be Mary L. Morgan. The Corporation's initial registered office shall be:

1810 SW 2nd Ave
Pompano Beach FL 33060-9109

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

David King
1100 Ridgeway Loop Rd Ste 400
Memphis TN 38120-4058

ARTICLE VIII
MEMBERS

The Corporation shall not have members other than its directors.

ARTICLE IX
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, transfer the residual assets of the Corporation to one or more organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under § 501(c)(3) of the Code and as other than a private foundation under § 509(a) of the Code.

ARTICLE X
NONPROFIT CORPORATION

The Corporation shall be neither organized nor operated for pecuniary gain or profit. In this regard:

(a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, officer or trustee of the Corporation, or any other private person; but 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 these Articles of Incorporation;

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

(c) notwithstanding any other provisions in these Articles of Incorporation, the Corporation shall not carry out any other activities not permitted to be carried out:

(i) by a corporation exempt from federal income taxation under § 501(c)(3) of the Code and which is other than a private foundation within the meaning of § 509(a) of the Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under § 170(c)(2) of the Code.

It is intended instead that the Corporation shall have, and continue to have the status of an organization which is exempt from federal income taxation under § 501(c)(3) of the Code and which is other than a private foundation within the meaning of § 509(a) of the Code. All terms and provisions of these Articles of Incorporation and the bylaws of the Corporation and all authority and operations of the Corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE XI **INDEMNIFICATION**

11.1 To the maximum extent permitted by law, subject to the limitations contained in this Article XI, the Corporation shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action or proceeding be instituted by reason of the fact that such person is or was a director of the Corporation.

11.2 The Corporation may, at the discretion of the Board of Directors and, to the extent permitted by the provisions of the Act, as amended from time to time, indemnify and advance expenses to any person, his heirs, executors and administrators, to the same extent as set forth in Section 11.1 hereinabove, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was an officer, employee or agent of the Corporation, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the Board of Directors.

11.3 The rights to indemnification and advancement of expenses set forth in this Article XI are intended to be greater than those which are otherwise provided for in the Act, are contractual between the Corporation and the person being indemnified, his heirs, executors and administrators, and, with respect to Section 11.1 hereinabove, are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the Act, as amended from time to time. The rights to indemnification and advancement of expenses set forth in Sections

11.1 and 11.2 of this Article XI are nonexclusive of other similar rights which may be granted by law, these Articles of Incorporation, the bylaws, a resolution of the Board of Directors or an agreement with the Corporation, which means of indemnification and advancement of expenses are hereby specifically authorized.

11.4 Any repeal or modification of the provisions of this Article XI, either directly or by the adoption of an inconsistent provision of these Articles of Incorporation, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article XI which occur subsequent to the effective date of such amendment.

ARTICLE XII **LIABILITY OF OFFICERS AND DIRECTORS**

A director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, except liability for (i) a violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) a transaction from which the director or officer derived an improper personal benefit, either directly or indirectly; or (iii) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. For purposes of this Article XII, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk (i) known, or so obvious that it should have been known, to the director or officer; and (ii) known to the director or officer, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

ARTICLE XIII **AMENDMENTS**

These Articles of Incorporation may be amended at any time and from time to time at any meeting of the Board of Directors by a vote of at least seventy-five percent (75%) of those Directors present at the meeting.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of August, 2006.



David King, Incorporator

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

Having been named registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept appointment as registered agent and agree to act in this capacity.



Mary L. Morgan

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06 AUG 21 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by and return to:
David King
Farris Mathews Branam Bobango Hellen & Dunlap PLC
1100 Ridgeway Loop Rd Ste 400
Memphis TN 38120-4058