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PICK-UP WAIT MAIL

(Business Entity Name)

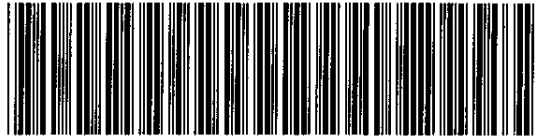
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Francis Kagunda GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT *Article IV*
 DATE *2/13/08*
 DOC. EXAM *MRS*

Office Use Only



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02/12/08--01017--013 **87.50

MRS 2/13

FILED
 08 FEB 12 PM 4:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: FRIENDS OF WACERA CORPORATION
(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: Francis & Lianne Kagunda
Name (Printed or typed)

2196 Dryden Court
Address

Melbourne, FL 32935-3825
City, State & Zip

(321)501-5426 OR (321)773-5881 X22
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
Friends of Wacera Corporation**

A Florida "Not for Profit" Corporation

FILED

08 FEB 12 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **Friends of Wacera Corporation**

ARTICLE II - PRINCIPAL OFFICE:

The principal office of the corporation is located at:

2196 Dryden Court
Melbourne, FL 32935-3825

The mailing address of the corporation is:

2196 Dryden Court
Melbourne, FL 32935-3825

ARTICLE III - CORPORATE PURPOSES

A. The exclusive purpose of Friends of Wacera Corporation is to engage in charitable, educational, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

501(c) (3) LIMITATIONS

A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. **NO PRIVATE INUREMENT:** Friends of Wacera Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. Friends of Wacera Corporation shall not distribute any gains, profits or dividends to the

Directors, Officers, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of Friends of Wacera Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of Friends of Wacera Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and Friends of Wacera Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of Friends of Wacera Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If Friends of Wacera Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which Friends of Wacera Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of Friends of Wacera Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IV - DURATION/MEMBERSHIP:

The period of duration of the corporation is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws. The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

ARTICLE V - BOARD OF DIRECTORS:

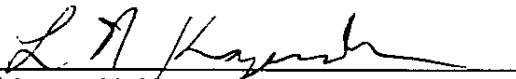
The names and addresses of the members of the Board of Directors who shall serve until their successors are appointed and have qualified, or until removed are as follows:

1. Lianne N. Kagunda, 2196 Dryden Court, Melbourne, FL 32935-3825 – PRESIDENT & FOUNDER
2. Francis M. Kagunda, 2196 Dryden Court, Melbourne, FL 32935-3825 – SECRETARY & CO-FOUNDER

3. Frank J. Navran, 23 White Deer Lane, Palm Coast, FL 32164 – DIRECTOR
4. Barbara H. Navran, 23 White Deer Lane, Palm Coast, FL 32164 – DIRECTOR
5. Barbara J. Linton, 600 Jackson Court, Satellite Beach, FL 32937 – DIRECTOR
6. Lara Duguid, 1951 Fabien Circle, Melbourne, FL 32940 – DIRECTOR
7. Samantha E. Rassner, 8220 Prestige Commons, Tamarac, FL 33321- DIRECTOR
8. Anna E. Plucienkowski, 1204 Albion St., Denver, CO 80220 - DIRECTOR

**ARTICLE VI - REGISTERED AGENTS'
ACCEPTANCE OF APPOINTMENT AND ADDRESS**

I hereby accept our appointment as registered agents for Friends of Wacera Corporation, a Florida not for profit corporation.


Lianne N. Kagunda 2196 Dryden Court

Date: 2-7-08
Melbourne, FL 32935-3825

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08 FEB 12 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS:

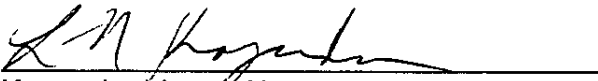
The names and addresses of the incorporators are:

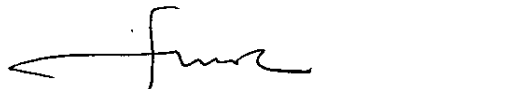
Lianne N. Kagunda 2196 Dryden Court Melbourne, FL 32935-3825
Francis M. Kagunda 2196 Dryden Court Melbourne, FL 32935-3825

EXECUTION

These Articles of Incorporation are hereby executed by the incorporators on this

7th day of February, 2008.


Kagunda, Lianne N.


Kagunda, Francis M.