

MOSS & JACOBUS

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1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Business Organization Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

LAW OFFICES

Joel S. Moss, P.A.
Bruce W. Jacobus, P.A.

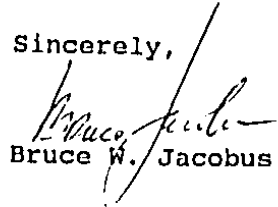
Re: CEDD, Inc.

Dear Sir:

I have enclosed the original and one copy of Articles of Incorporation for CEDD, Inc. along with my Trust check No. 698 in the amount of \$122.50 for filing.

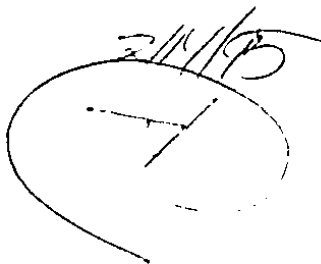
If you have any questions, please do not hesitate to contact me.

Sincerely,


Bruce W. Jacobus

BWJ:pad
Enclosure

RECEIVED
FEB 10 1995
TALLAHASSEE, FLORIDA

2/11/95


ARTICLES OF INCORPORATION
OF
CEDD, INC.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is CEDD, INC. This is a not-for-profit corporation organized under Chapter 617 of the Florida Statutes.

ARTICLE II
DURATION

The term of this Corporation is perpetual and the corporate existence will commence upon the filing of these Articles with the office of the Secretary of State.

ARTICLE III
PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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. The corporation is further organized to engage in lawful purpose or purposes not for pecuniary profit.

ARTICLE IV
DIRECTORS

There shall be three (3) members of the initial Board of the Corporation. The number of directors may be amended by by-laws but, in no event, shall there be less than three (3) directors. The manner in which the directors are elected shall be regulated by the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first election thereof, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred Hartery	2149 No. Smathers Circle, Melbourne, FL 32935
Mark Hartery	616 Manor Place, W. Melbourne, FL 32904
George Meadows	513 Oakcrest St., Altamonte Springs, FL 32714

ARTICLE V
PRINCIPAL and REGISTERED OFFICE

The principal and initial registered office of the Corporation shall be located at 2149 No. Smathers Circle, Melbourne, FL 32935.

**ARTICLE VI
REGISTERED AGENT**

The initial registered agent of the Corporation shall be Fred Hartory, 2149 No. Smathers Circle, Melbourne, FL 32935.

**ARTICLE VII
MEMBERS**

The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the Corporation.

**ARTICLE VIII
PROHIBITIVE ACTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 Third 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) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX
INCORPORATOR AND SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is Fred Hartory, 2149 No Smathers Circle, Melbourne, FL 32935.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
31st day of JANUARY, 1995.

Fred Hartory
Fred Hartory

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

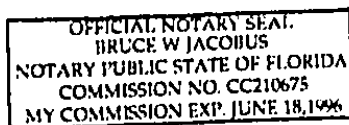
BEFORE ME, personally appeared FRED HARTERY, who being first
duly sworn and known to me to be the person who is named as the
Incorporator of the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state
last aforesaid on this 31st day of JANUARY, 1995.



Notary Public

My commission expires:



95 FEB 10 PM 12:12
SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: CEDD, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the County of Brevard, State of Florida, has named Fred Hartery, located at 2149 No. Smathers Circle, Melbourne, FL 32935, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Fred Hartery
Fred Hartery,
Registered Agent