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October 21, 1999

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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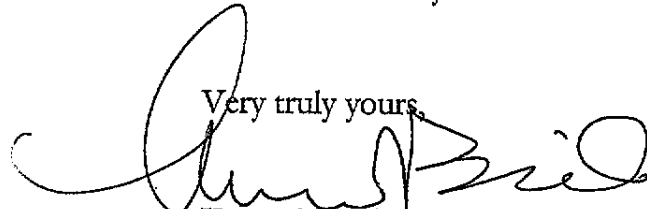
RE: Palm Bay Area Chamber of Commerce Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation with reference to the above matter. Please file said documents returning a certified copy to our office in the envelope provided for your convenience. In addition, check number 1008 from Cheryl Smith Realty, Inc., in the amount of \$78.75 is enclosed representing the necessary fees in this matter.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



Kenneth J. Binda

KJB: naf
Enclosure

FILED
99 OCT 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe OCT 27 1999

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99 OCT 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PALM BAY AREA CHAMBER OF COMMERCE FOUNDATION, INC.

A Florida Not for Profit Corporation

THE UNDERSIGNED, subscribers of these Articles of Incorporation, all natural persons competent to contract, join together to form a not-for-profit corporation under the laws of the State of Florida, and agree to the following conditions of said corporation.

ARTICLE I. NAME

The name of the corporation is:

THE PALM BAY AREA CHAMBER OF COMMERCE FOUNDATION, INC.

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE III. PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other 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 these Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of 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 of 1954, or amendments

thereof, or (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or amendments thereto.

Without in any way limiting the foregoing general purpose, the specific and primary purposes for which this Corporation is organized are as follows:

1. To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of public education and its objectives; and to that end to take and hold, either absolutely or in trust for any said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law of the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise any and every power, including trust powers, which a Corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

2. To promote and support education; to provide:

- a. funds which are not provided from public sources for use in the furtherance of the education and welfare of any public education facility, its faculty and students;
- b. educational facilities, including housing;
- c. scholarships; and,
- d. for any and all other lawful purposes or purposes for which a not for profit corporation may be organized; provided however, that the corporation shall not engage in activities that are not in the furtherance of its charitable purposes other than as an insubstantial part of its activities.

3. To encourage, solicit, receive and administer gifts and bequests of property and funds for the advancement, establishment, erection or maintenance of public buildings, monuments or works, and its objectives for the public good; and to that end to take and hold, either absolutely or in trust for any said purposes, funds and property of all kinds, subject only to

any limitations or conditions imposed by law of the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise any and every power, including trust powers, which a Corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

4. To promote and support the advancement, establishment, or the erection or maintenance of public buildings, monuments and works for the public good and to provide:

a. funds which are not provided from public sources for use in the advancement, establishment, erection or maintenance of public buildings, monuments and works;

b. for any and all other lawful purposes or purposes for which a not for profit corporation may be organized; provided however, that the corporation shall not engage in activities that are not in the furtherance of its charitable purposes other than as an insubstantial part of its activities.

**ARTICLE IV. RESTRICTION ON DISTRIBUTION
OF EARNINGS; RESTRICTION ON ACTIVITIES**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other 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 these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of 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 of 1954, or amendments thereof, or (B) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or amendments thereto.

ARTICLE V. LIMITATION OF PURPOSE FOR
SECTION 501(c)(3) QUALIFICATIONS

This corporation is organized exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 1954, or amendments thereto.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of not less than three (3) and not more than sixty (60) members . The By-Laws of this corporation may provide for the number of directors to be increased or decreased as set forth in the By-Laws adopted by the members entitled to vote. Directors shall be elected annually by majority vote of the members who vote at such election.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The names and addresses of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Gary T. Nungesser	Williams-Nungesser Insurance 2115 Palm Bay Road NE, Suite 2E Palm Bay, Florida 32905
Nancy Domonousky	Peninsula State Title 1400 Palm Bay Road NE Palm Bay, Florida 32905
Cheryl Smith	Cheryl Smith Realty, Inc. 1766 Canova Street SE Palm Bay, Florida 32909

Henry Simon

1153 Malabar Road NE, Suite 18
Palm Bay, Florida 32907

Noel C. Allgood

Shuttle Carts, Inc.
438 Martin Road SE
Palm Bay, Florida 32907

ARTICLE VIII. CORPORATE OFFICERS

1. Elective Officers. The officers of this corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. Other officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, time, and manner of electing and appointing, the duties of the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

2. The officers who are to serve until the first election of officers under the Articles of Incorporation are:

Chairperson:	Gary T. Nungesser
Vice Chairperson:	William Wilson
Secretary:	Cheryl Smith
Treasurer:	Anita Bedwell

ARTICLE IX. INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT

1. The address of the corporation's initial principal office in the State of Florida is:

1153 Malabar Road, N.E.
Suite 18
Palm Bay, Florida 32907

2. The name and address of this corporation's initial registered agent and registered office is Henry Simon, 1153 Malabar Road, N.E., Suite 18, Palm Bay, Florida 32907.

ARTICLE X. TERM

This corporation shall have perpetual existence and is organized under a non-stock basis.

ARTICLE XI. MEMBERSHIP

The authorized number of members of this corporation and the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this corporation. Any natural person residing in the State of Florida with an interest in facilitating the purposes set forth for establishing this corporation is qualified to become a member of this corporation upon request for membership for admission through an officer, director, or member of the corporation. Any natural person with an interest in the programs provided by this corporation is qualified to participate in the programs of this corporation.

ARTICLE XII. DISPOSITION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for social and educational purposes, as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or amendments thereto, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the board of directors. Such By-Laws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE XIV. AMENDMENT OF ARTICLES

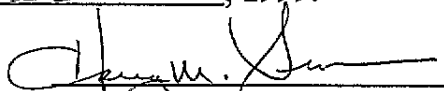
Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors, and then presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds (2/3rds) of a quorum of members of the corporation present at the meeting at which such amendment resolution is considered.

ARTICLE XV. INCORPORATORS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

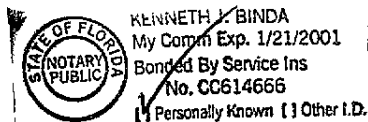
<u>Name</u>	<u>Address</u>
Henry Simon	1153 Malabar Road NE, Suite 18 Palm Bay, Florida 32907

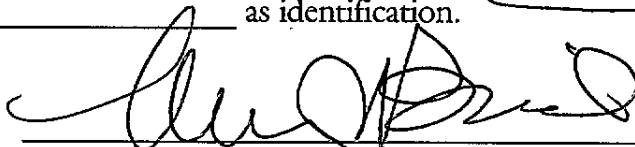
IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 12 day of October, 1999.


Henry Simon, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12 day of October, 1999, by Henry M. Simon who is personally known to me or who produced _____ as identification.



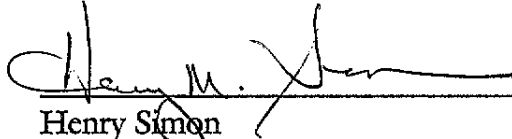

NOTARY PUBLIC - STATE OF FLORIDA

My commission Expires:

Acceptance by Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article IX of these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to

comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Henry Simon
1153 Malabar Road NE
Suite 18
Palm Bay, Florida 32907

Date: October 12, 1999

FILED
99 OCT 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA