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TRANSMITTAL LETTER

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

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-08/24/98--01054--010
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SUBJECT: CONSERV, INCORPORATED
(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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: NORMAN POWELL
Name (Printed or typed)

240 N.E. 21ST COURT
Address

POMPANO BEACH, FL 33060
City, State & Zip

954-946-7605
Daytime Telephone number

FILED
98 AUG 24 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY AUG 25 1998

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

Articles/Certificate of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Non-Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Comserv, Incorporated.

ARTICLE II

The place in this state where the principle office of the Corporation is to be located is 240 N.E. 21st Court, Pompano Beach, FL 33060 in Broward county. The Corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III

Said corporation is organized exclusively for educational, religious and scientific purposes.

ARTICLE IV

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held on the 15th day in the month of December in each year beginning with the year 1999, at the hour of 7:00 P.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the board, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the state of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than 10 days before the date of the meeting.

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Section 5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

Section 6. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgement, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

Section 7. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof.

Section 8. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary which may not be held by the same person.

Section 9. President. The President shall be the principle executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 10. Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

Section 11. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the

Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the address of each board member; (e) Sign with the President on documents of disbursement as authorized by the Board of Directors; (f) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 12. Contracts. The Board of Directors may review any contracts, execution and/or delivery of any instrument in the name of and on the behalf of the Corporation. Contracts will be negotiated by the President.

Section 13. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 14. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE V

The name and address of the initial registered agent for the corporation is as follows:

Norman Powell, 240 N.E. 21st Court, Pompano Beach, FL 33060

ARTICLE VI

The name and address of the Incorporator to these Articles of Incorporation are:

Norman Powell, 240 N.E. 21st Court, Pompano Beach, FL 33060

ARTICLE VII


No part of the net earnings of the 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 Article III 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 tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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.


Signature/ Incorporator

8-19-98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

8-19-98
Date

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