

NO 7888007263

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

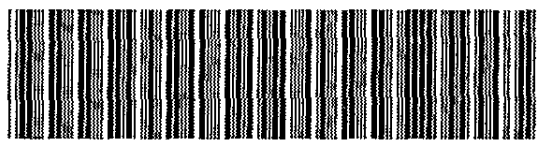
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUL 23 P 3:14

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7-24-07
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COVER LETTER

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

SUBJECT: XL TechGroup Employees Charitable Fund, 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: XL TechGroup, Inc. c/o Pat Bieringer
Name (Printed or typed)

1901 S. Harbor City Blvd., Suite 300
Address

Melbourne, FL 32901
City, State & Zip

(321) 409-7500
Daytime Telephone number

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

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be XL TechGroup Employees Charitable Fund, Inc. (the "corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

ARTICLE III PURPOSE

The corporation is organized exclusively for charitable, 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.

ARTICLE IV MANNER OF ELECTION

There shall be at least three (3) members of the board of directors of the corporation. The initial members of the board of directors shall be the persons set forth in Article V. Thereafter, the election of the members of the board of directors of the corporation shall be as set forth in the bylaws of the corporation.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The initial members of the board of directors of the corporation and titles are as follows:

Mark R. Mohler, Chairman
1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

David P. Szostak
1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

Harold Gubnitsky
1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

ARTICLE VI LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to directors, 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 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 VII DISSOLUTION

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 a 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 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 VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

David P. Szostak
1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

ARTICLE IX INCORPORATOR

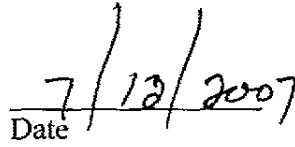
The name and address of the Incorporator is:

Mark R. Mohler
1901 S. Harbor City Blvd., Suite 300
Melbourne, FL 32901

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



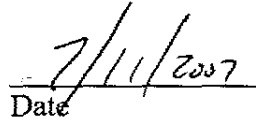
Signature/Registered Agent



Date



Signature/Chairman



Date