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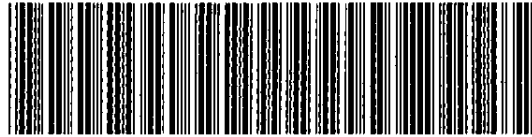
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(Business Entity Name)

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(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 08 2009

109-2954

Cathy Bradshaw  
249 Certosa AV NE  
Palm Bay, FL 32907  
321-549-4339

June 20, 2009

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

Dear Representative:

My name is Cathy Bradshaw and I am submitting Articles of Incorporations and Registered Agent Designation documents. I have enclosed a money order for the appropriate fees below, which includes a certified copy:

Non-profit Corporation fees:

Filing fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
	-----
Total	\$78.75

If you have any questions regarding this matter, please contact me at 321-549-4339 or at the address listed above.

Thank you for your assistance.

Sincerely,



Cathy Bradshaw

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
P.A.S.S. PROGRAMS, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of the Corporation, hereinafter referred to as the "Corporation" is P.A.S.S. Programs, Inc.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually, commencing at the time of filing these Articles with the Secretary of State of the State of Florida.

**ARTICLE III - NATURE OF ORGANIZATION**

The 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, re-invest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received. These Articles of Incorporation, the By-laws of the Corporation, or any applicable laws, to do any purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific,

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TALLAHASSEE, FLORIDA

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testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the Federal Government, or State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 IV- MEMBERSHIP**

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

#### **ARTICLE V- VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the members of the Corporation, and will be included in the by-laws.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 249 Certosa AV NE, Palm Bay, FL 32907 and the name of the initial Registered Agent for the Corporation at the address is Cathy Bradshaw.

#### **ARTICLE VII - TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall be limited to such territory.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Florida. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the persons who shall serve as directors of this corporation until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Cathy Bradshaw – President & Secretary  
249 Certosa AV NE, Palm Bay, FL 32907

Yolanda Forbes – Treasurer  
2114 3<sup>rd</sup> ST SW, Vero Beach, FL 32962

Roger Dixon – Vice President  
622 Burr ST, Melbourne, FL 32901

## **ARTICLE IX – INCORPORATOR**

The name and address of the incorporator is as follows:

Cathy Bradshaw – 249 Certosa AV NE, Palm Bay, FL 32907.

## **ARTICLE X – LIMITATION OF LIABILITY**

Each director and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, or officer may be entitled as a matter of law.

## **ARTICLE XI – SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

## **ARTICLE XII – BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of Directors and the members.

## **ARTICLE XIII – CALLING OF SPECIAL MEETINGS**

Special meetings of members may be called by the Board of Directors of the corporation.

## **ARTICLE XIV – MEMBERS QUORUM AND VOTING**

Fifty-one percent (51%) of membership entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of fifty-one (51%) of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

**ARTICLE XV – INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVI – AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 1st day of JULY, 2009.

Incorporator:

Cathy Bradshaw  
Cathy Bradshaw

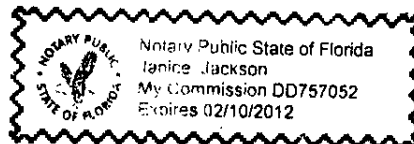
STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: CATHY BRADSHAW

known to me to be the persons who executed the foregoing articles of incorporation and they acknowledge before me that they executed those articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 1st day of JULY, 2009.

Janice Jackson  
Notary Public  
State of FLORIDA  
My Commission Expires: \_\_\_\_\_



**CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

**P.A.S.S. PROGRAMS, INC.**

The following is submitted in compliance with the laws of the State of Florida.

**P.A.S.S. Programs, Inc.**, a not for profit corporation organizing under the laws of the State of Florida, with its principal office located at 249 Certosa AV NE, Palm Bay, FL 32907, hereby designates Cathy Bradshaw, whose address is 249 Certosa AV NE, Palm Bay, FL 32907, as its agent at that address to accept service of process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; To keep the office open during prescribed hours; To post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Cathy Bradshaw  
Cathy Bradshaw

STATE OF FLORIDA  
COUNTY OF BREVARD

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TALLAHASSEE FLORIDA  
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Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: CATHY BRADSHAW, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he/she has executed the same for the purposes expressed therein.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 1st day of JULY, 2009.

Janice Jackson  
Notary Public  
State of FLORIDA  
My Commission Expires:

