

Articles of Incorporation

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TRANSMITTAL LETTER

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

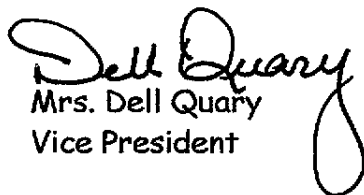
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00 MAR 31 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Twenty-First Century Technology, Inc.

Please find enclosed the original and one (1) copy of the articles of incorporation; in addition to, a check for \$87.50 for the filing fee, certified copy and certificate, If you have any questions, please contact Dell Quarry, Vice President at (863) 712-6902, address: 366 Corona Del Mar Street, Lakeland, FL 33809

I look forward to hearing from you in the near future.

Respectfully yours,


Mrs. Dell Quarry
Vice President

/dq

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F. CHESN APR 5 2000

Article of Incorporation

For

Twenty-First Century Technology, Inc.

We the undersigned subscribers, acting as incorporators of a Corporation pursuant to Chapter 617,et.seq., Florida Statutes applicable to Corporations Not-for-profit adopt the following Articles of Incorporation.

Article I Name

The name of the Corporation shall be: Twenty-first Century Technology, Inc.

Article II Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this Corporation shall be 3459 Justin David Court, Lakeland, Florida 33810, and the duration of the Corporation shall be a perpetual existence.

Article III Purpose(s)

- A) The general purpose of this Corporation shall be to engage in social educational and civic activities.

In furtherance, but not in limitation of the forgoing purposes, the Corporation shall have the power and authority:

- 1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this corporation; to enter into agreement.

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- 2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgement of the board of directors, and pay reasonable compensation for the services of such persons.
- 3) To distribute in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes. This Corporation shall not be authorized to issue capital stock.
- 4) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.
- 5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- 6) To contract and be contracted with.
- 7) To adopt and use a corporation seal containing the words "Corporation Not For Profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

8) UPON DISSOLUTION of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows.

- a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.
- b) Assets held by Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and
- c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal State or Local government for public purpose. Any such assets not so disposed of shall be disposed by the court or common pleas, exclusively for such purposes

9) NOTWITHSTANDING any other provision of these Articles, said organization is organized exclusively for charitable, religious, and educational 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.

- a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization

shall be authorized and empowered to pay reasonable compensation for services rendered and or make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV
Manner of Appointment of Directors

The manner in which the directors are appointed shall be by the method and for term as designated in the by laws. All corporate powers shall be exercised by or under the authority of; and the affairs of the Corporation shall be managed under the direction of a board of directors. The conditions of appointment to the board of directors and the number of directors, which shall not be less than (3) shall be provided in the by-laws.

ARTICLE V
Membership

The Corporation shall have no members; and the directors shall have the sole voting power of the Corporation

ARTICLE VI
Limitation of Corporate Powers

The Corporate powers of Twenty-first Century Technology, Inc. are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

- 1) The Board of Directors will hold in trust property of the Organization. They will have no power to buy, sell, mortgage, lease or transfer any property, equipment or furniture without

the specific vote of the Board of Directors authorizing such actions.

- 2) The Chairman of the Board of Directors or an appointee must be present at the annual meeting. Also the amount and kind of insurance being carried on property owned by the organization and any other legal transactions of the Organization.

ARTICLE VII

Registered Agent and Street Address

The name and the street address of the initial registered agent is as follows: Eugenia Gainers, 3459 Justin David Court, Lakeland, FL 33810.

ARTICLE VIII

Incorporators

The names and street addresses of the incorporators for these Articles of Incorporation are:

| Name | Address |
|--------------------|---|
| Eugenia Gainers | 3459 Justin David Court Lakeland, FL 33810 |
| Dell Quarry | 366 Corona Del Mar Street Lakeland, FL 33809 |
| Marilyn Terry | 1904 Lake Deeson Drive Lakeland, FL 33809 |
| Lewis Gainers, Sr. | 613 Vermont Avenue Lakeland, FL 33801 |

Toth Craig, Member-At-Large

1343 Timberidge Loop South
Lakeland, FL 33809

ARTICLE IX
Officers

The names, addresses and offices held of the initial officers of the Corporation, who should hold office until new officers shall be appointed by the method and for terms as designated in the by-laws are;

Eugenia Gainers, President

3459 Justin David Court
Lakeland, FL 33810

Dell Quarry, Vice President

366 Corona Del Mar Street
Lakeland, FL 33809

Marilyn Terry, Secretary

1904 Lake Deeson Drive
Lakeland, FL 33809

Lewis Gainers, Sr., Treasurer

613 Vermont Avenue
Lakeland, FL 33801

Toth Craig, Historian

1343 Timberidge Loop South
Lakeland, FL 33809

ARTICLE X
Board of Directors

The Corporation shall have eight (8) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws; but shall never be less than three (3). The names and

addresses of the initial board of directors of the Corporation are as follows.

| | |
|-------------------------------|--|
| Eugenia Gainers, President | 3459 Justin David Court Lakeland, FL 33810 |
| Dell Quarry, Vice President | 366 Corona Del Mar Street Lakeland, FL 33809 |
| Marilyn Terry, Secretary | 1904 Lake Deeson Drive Lakeland, FL 33809 |
| Lewis Gainers, Sr., Treasurer | 613 Vermont Avenue Lakeland, FL 33801 |
| Toth Craig, Historian | 1343 Timberidge Loop South Lakeland, FL 33809 |

ARTICLE XI

Compensation and indemnification

- I) Compensation—A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for service as an officer unless employed by the Board of directors as: (i) member of the administrative staff of the Corporation or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made

for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the by-laws.

- II) Indemnification—Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred except when the director or officer is adjudged guilty of, or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgement, the indemnification shall apply only when the board of directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the corporation in amounts determined from time to time by the board of directors.

Article XII

By-Laws and Amendments

The by-laws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present and written notice of such an amendment has been given at the previous regular meeting. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at a regular meeting subsequent written notice of an amendment change at a regular meeting at which time a quorum is present.

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation have executed these Articles of Incorporation this 23rd day of March 2000.

Eugenia Gainers
Eugenia Gainers

Dell Quarry
Dell Quarry

Marilyn Terry
Marilyn Terry

Lewis G. Gainers
Lewis Gainers, Sr.

Toth, Craig
Toth Craig

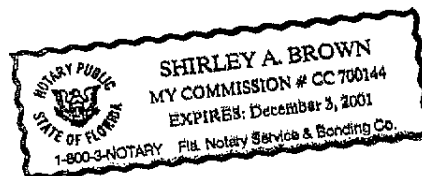
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority duly authorized to take oaths and acknowledgements, personally appeared EUGENIA GAINERS, DELL QUARY, MARILYN TERRY, LEWIS GAINER, SR., AND TOTH CRAIG each of whom and to me well known to be the persons described in the subscribed to the above and foregoing instrument; and each of them freely and voluntarily acknowledge before me according to law that they made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Lakeland, in said County and State this 23rd day of March 2000.

Shirley A. Brown

Notary Public - State of Florida
My Commission Number
My Commission Expires




STATE OF FLORIDA
DEPARTMENT OF SAME

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT
UPON WHOM SERVICE PROCESS MAY BE SERVED.


TWENTY-FIRST CENTURY TECHNOLOGY, INC., a corporation organized
(being organized) under the laws of the state of Florida, with its principal
office at 3459 Justin David Court, Lakeland, FL 33810, designating
EUGENIA GAINERS as its agent to accept service of process within this
state.


Eugenia Gainers

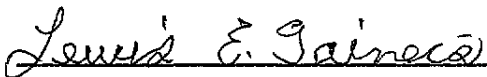
3459 Justin David Court
Lakeland, FL 33810


Dell Quarry

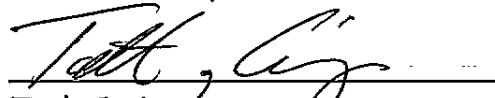
366 Corona Del Mar Street
Lakeland, FL 33809


Marilyn Terry

1904 Lake Deeson Drive
Lakeland, FL 33805


Lewis Gainers, Sr.

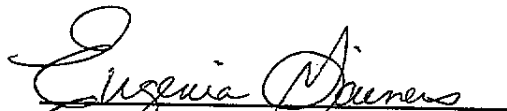
613 Vermont Avenue
Lakeland, FL 33801


Toth Craig

1343 Timberidge Loop South
Lakeland, FL 33809

ACCEPTANCE

I AGREE as Resident Agent to accept service of process: To keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


Eugenia Gainers, Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

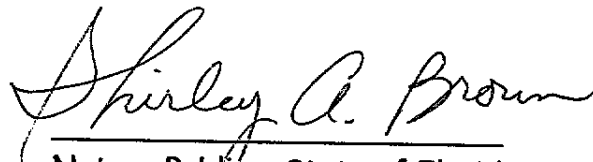
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STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, duly authorized to take oaths and acknowledgements, personally appeared EUGENIA GAINERS, who is known to be the person described in and who subscribed to the above and foregoing instrument; and who freely and voluntarily acknowledged before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Lakeland, in said County and State this 23rd day of March, 2000.



Notary Public - State of Florida
My Commission Number
My Commission Expires

