

1100000005939

LAW OFFICES
AMARI & THERIAC, P.A.

Attorneys and Counselors At Law

Richard S. Amari
Kohn Bennett
Bradly Roger Bettin, Sr.
Mitchell S. Goldman
J. Wesley Howze
Mark McQuagge
Matthew J. Monaghan
Mark S. Peters
David M. Presnick
Charles R. Steinberg
James S. Theriac, III

Reply to: Cocoa Post Office Box

Mariner Square
96 Willard Street, Suite 302
Post Office Box 1807
Cocoa, Florida 32923-1807
Telephone (321) 639-1320
Fax (321) 639-6690

Imperial Plaza
Suite B104
6769 N. Wickham Road
Melbourne, Florida 32940
Telephone (321) 259-6611
Fax (321) 259-6624

August 31, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

0000003381490--6
-09/05/00--01071--007
*****78.75 *****78.75

SUBJECT: CAMP CHANCE, INC.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, together with my check in the amount of \$78.75, for payment of the incorporation fee. Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,


Mitchell S. Goldman

MSG:kje
Enclosures

FILED
00 SEP -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
CAMP CHANCE, INC.**

(A Corporation Not for Profit)

FILED

00 SEP -5 AM 9:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned residents of the State of Florida, being eighteen (18) or more years of age, do hereby associate ourselves together for the purpose of forming a corporation not for profit, under the laws of the State of Florida, pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is: **CAMP CHANCE, INC.**

ARTICLE II

Principal Office

The mailing and street address of the principal office of the corporation is 700 Park Avenue, Titusville, Florida, 32780. The name of the initial registered agent of the corporation at that address is Ed Newell.

ARTICLE III

Statement of Corporate Nature

This is a corporation not for profit organized solely for general charitable purposes, specifically to help underprivileged and needy children, pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, *Florida Statutes*.

ARTICLE IV

Duration

The period of duration of this corporation not for profit shall be perpetual.

ARTICLE V

General and Specific Purposes

The specific and primary purposes for which this corporation is formed is to assist underprivileged and needy children.

ARTICLE VI

Member corporation

This corporation shall be a non-member corporation.

ARTICLE VII

Non Stock Corporation

This corporation shall be non stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VIII

Subscriber

The name and address of the subscriber of this corporation is as follows:

NAME

ADDRESS

Ed Newell

1795 Cogswell Street
Rockledge, Florida 32955

ARTICLE IX

Directors

The number of directors constituting the initial board of directors is five (5) and the name and address of the persons who are to serve initially are as follows:

Phil Williams
700 Park Avenue
Titusville, Florida 32780

Pam Hibbs
700 Park Avenue
Titusville, Florida 32780

Ed Newell
700 Park Avenue
Titusville, Florida 32780

Karen Newell
700 Park Avenue
Titusville, Florida 32780

Shelly Guseman
700 Park Avenue
Titusville, Florida 32780

The number of directors may be changed from time to time by the By-Laws; provided the number of directors is not reduced below three (3) directors. The By-Laws shall set forth the method of election of Directors.

ARTICLE X

By-Laws

The By-Laws of this corporation shall be approved by a majority vote of the Board of Directors. The By-Laws may be amended or rescinded in the same manner.

ARTICLE XI

Amendment to Articles

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XII

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

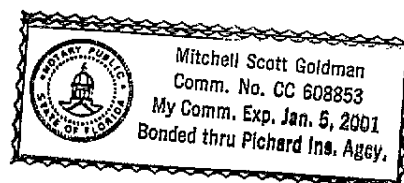
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 30 day of August, 2000.


ED NEWELL, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 7th day of August, 2000, by Ed Newell, who is personally known to me, who has produced sufficient identification, and who did not take an oath.

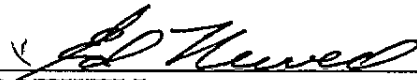

NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

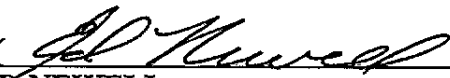
Pursuant to Section 48.091, *Florida Statutes*, **CAMP CHANCE, INC.** hereby designates
Ed Newell, at 1795 Cogswell Street, Rockledge, Florida, 32955, as its registered agent and the
street address of its registered office, respectively, for service of process within the State of
Florida.

CAMP CHANCE, INC., a Florida Not For
Profit Corporation

By: 
ED NEWELL

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **CAMP CHANCE, INC.**
for service of process within the State of Florida.


ED NEWELL

FILED
00 SEP -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA