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Gregg G. Heckley
Attorney at Law
15511 Woodfair Place
Tampa, Florida 33613
(813) 962-8092

January 26, 2001

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301


Re: THE SOCIAL ORDER OF THE UNSINKABLE MOLLY BROWN, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED _____ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

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01 FEB -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 2 2001

ARTICLES OF INCORPORATION

FILED

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OF

THE SOCIAL ORDER OF THE UNSINKABLE MOLLY BROWN, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is THE SOCIAL ORDER OF THE UNSINKABLE MOLLY BROWN, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual unless dissolved according to the law. Corporation existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE THREE

PURPOSES AND OBJECTIVES

This organization is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Pursuant thereto, the purpose or objective of the organization is to make the world a better place by improving quality of life through arts, education and charitable endeavors, to the extent allowable under said Internal Revenue Code Section and applicable State and Federal Law.

ARTICLE FOUR

NON-STOCK CORPORATION

This Corporation is organized on a non-stock basis.

ARTICLE FIVE

LIMITATIONS

No part of the net earnings, gains, or assets of the Corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, other private individuals, or organizations organized and operated for a profit (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 and objectives set forth in Article Three hereof). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 therein, the Corporation shall not carry on any activities not permitted to be carried on -

(a) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in 501(c)(3) of such Code,

(b) by an organization described in Section 509(a)(2) of the Internal Revenue Code of 1986, and

(c) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE SIX

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of Code; or

(b) a nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

ARTICLE SEVEN

INTERNAL REVENUE CODE

Reference herein to Sections of the Internal Revenue Code of 1986, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

ARTICLE EIGHT

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 16101 Carençia Lane, Odessa, Florida 33556, and the name of the initial Registered Agent at such address is Alicia Keim.

ARTICLE NINE

DIRECTORS

9.01. The initial Board of Directors of the Corporation shall consist of seven (7) directors.

9.02. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
Alicia Keim (President)	16101 Carençia Lane Odessa, Florida 33556
Genie Frank (Vice President)	6613 Travis Blvd Tampa, Florida 33610
Sharon Winokur (Treasurer)	15407 Plantation Oaks Drive, #10 Tampa, Florida 33647

Billie Cox-Glimpse (Founding Member)

5303 North Branch
Avenue
Tampa, Florida 33603

Terry Haynes (Founding Member)

3414 West Lykes Avenue
Tampa, Florida 33609

Nancy Peterson (Secretary)

2402 South Ardson
Place
Tampa, Florida 33626

Bianca West-Fehring

5217 1/2 Jules Verne
Court
Tampa, Florida 33611

9.03. The method of election of Directors shall be stated in the Corporation's bylaws.

ARTICLE TEN

MEMBERS

The member qualifications and the manner of their admission are to be provided in the Bylaws of the Corporation.

ARTICLE ELEVEN

INCORPORATORS

The name and address of the sole incorporator are:

NAME

ADDRESS

Alicia Keim

16101 Carencia Lane
Odessa, Florida 33556

ARTICLE TWELVE

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address is 16101 Carencia Lane, Odessa, Florida 33556.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of January, 2001.


ALICIA KEIM,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 23rd day of January, 2001,
before me a notary public duly authorized in the State and County
above named to take acknowledgments, personally appeared ALICIA
KEIM, personally known to me or who produced a driver's license
as identification and who executed the foregoing Articles of
Incorporation and she acknowledged before that she subscribed
to these Articles of Incorporation and she did not take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



Gregg G. Heckley
Commission # CC 973108
Expires Nov. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

A handwritten signature of Gregg G. Heckley in cursive script.

Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned
Registered Agent does hereby accept the duties as Registered
Agent and designates as her location for service of process
as:

16101 Carenacia Lane
Odessa, Florida 33556

The undersigned shall serve as Registered Agent until
otherwise removed or she shall resign pursuant to the laws of
the State of Florida.

I am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

A handwritten signature of Alicia Keim in cursive script.

ALICIA KEIM