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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

MIAMI-DADE CHAPTER OF THE ASSOCIATION OF FORMER

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**ARTICLES OF INCORPORATION
OF
MIAMI-DADE CHAPTER OF THE
ASSOCIATION OF FORMER INTELLIGENCE OFFICERS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Corporations Not for Profit Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is Miami-Dade Chapter of The Association of Former Intelligence Officers, Inc., and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida.

Article II

The duration of the corporation shall be perpetual.

Article III

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Corporations Not for Profit Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- (3) No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of or be distributed to its directors, 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 as hereinabove stated). No substantial part of the activities of the corporation shall be the carrying of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under section 501 (h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, the corporation shall not carry on any

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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 section 501(c)(3) of such Code, or

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

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

- (4) The corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

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 the assets of the corporation to one or more of the following categories of recipients as the board or directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as such organization or each of such organizations shall then qualify as a government unit under section 170(c) of 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 IV

Certificates of Membership

The aggregate number of certificates of membership shall be limited to 250.

Registered Office and Agent

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such address is

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Thomas R. Spencer,

Article VI

Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than three. The number of directors constituting the initial Board of Directors is three. The name and address of the persons who are to serve as the members of the initial Board of Directors is:

THOMAS R. SPENCER, JR.
SPENCER & KLEIN, P.A.
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

ROBERT A. HEBER
695 SW 198th Terrace
Pembroke Pines, Fl. 33029

JAMES ANGLETON, JR.
1371 96th Street
Bay Harbor Islands, Fl. 33154

Article VII

Incorporator

The name and address of the Incorporator is:

THOMAS R. SPENCER, JR.
SPENCER & KLEIN, P.A.
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

Article VIII

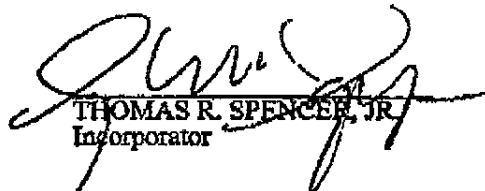
Indemnification

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation of the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 4 day of March, 2001.

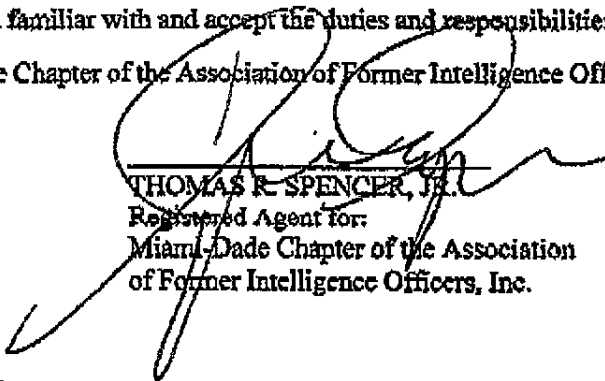
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THOMAS R. SPENCER, JR.
Incorporator

**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT DUTIES
MIAMI-DADE CHAPTER OF THE ASSOCIATION OF
FORMER INTELLIGENCE OFFICERS, INC.**

I, Thomas R. Spencer, am familiar with and accept the duties and responsibilities of
Registered Agent for Miami-Dade Chapter of the Association of Former Intelligence Officers, Inc.


THOMAS R. SPENCER, JR.
Registered Agent for:
Miami-Dade Chapter of the Association
of Former Intelligence Officers, Inc.

Date 6 day of March, 2001.

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