

NO1000001721

LAW OFFICES

WADE R. BYRD, P.A.

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WADE R. BYRD, P.A.  
MICHEL BYRD ELLIS \*  
\* MEMBER OF NEW YORK AND FLORIDA BAR

HARRY W. STEWART, JR.  
(1907-1988)

FILED  
01 MAR -7 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 5, 2001

Department of State  
Division of Corporations  
Attention: Florida Filing  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/07/01--01033--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

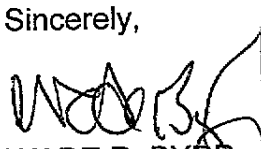
Re: Caring Cadets, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Caring Cadets, Inc., a not for profit corporation, which Articles include the designation and acceptance of the registered agent. Please file the original and return a certified copy of the Articles of Incorporation to Wade R. Byrd, Esquire, at the address set forth above. Enclosed please also find a check in the amount of \$78.75 made payable to the Department of State to cover the \$35.00 filing fee, \$55.00 registered agent fee, and \$8.75 certified copy fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

  
WADE R. BYRD

WRB:fww  
enclosures

8  
3-12-01

**ARTICLES OF INCORPORATION**  
**OF**  
**CARING CADETS, INC.**

**FILED**  
01 MAR -7 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, hereby subscribes to, acknowledges, and files the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation shall be Caring Cadets, Inc.

**ARTICLE II**

**Duration**

This corporation commenced existence on the date of filing of the original Articles of Incorporation with the Department of State. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purposes**

The principal objectives and purposes for which this corporation is formed are, as follows:

A. To combat and curb delinquency among minors by providing training to minors to develop work skills, social graces, and like good conduct characteristics.

B. To work in cooperation with private and governmental agencies concerned with delinquency in minors with a view toward making those minors productive by teaching of skills and ethics.

C. To open, operate and maintain rehabilitation quarters and recreational centers for minors having delinquency problems, as well as for under privileged children.

D. Generally do everything necessary, proper or expedient to carry out the above purposes.

E. To solicit, collect and otherwise raise money and to expend, disburse and dispose of the same, all for the purpose of accomplishing the aforesaid purposes.

#### **ARTICLE IV**

##### **Subscriber**

The name and residence address of the subscriber to these Articles of Incorporation is, as follows:

Karl King  
522 43<sup>rd</sup> Street  
West Palm Beach, FL 33407

#### **ARTICLE V**

##### **Membership**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, if any, the liability of members for dues or assessments and the method of collection thereof, if any, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### **ARTICLE VI**

##### **Manner of Election of Directors**

Directors shall be appointed or elected from time to time by the then acting Board of Directors.

#### **ARTICLE VII**

##### **Management of Corporate Affairs**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors. The corporation shall have at all times no fewer than three (3) directors. The maximum number of directors elected or appointed from time to time, and the procedure for election or appointment, shall be as set forth and in accordance with the bylaws of the corporation.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are:

Karl King  
522 43<sup>rd</sup> Street  
West Palm Beach, FL 33407

Robert D. Miller, Jr.  
1307 Palm Beach Lakes Boulevard  
West Palm Beach, FL 33401

Ed O'Neil  
18081 S. E. Country Club Drive, #209  
Tequesta, FL 33469

B. Committees or Advisory Boards. This corporation shall have such standing and/or other committees and/or advisory boards as may be set forth in the corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the corporation.

## **ARTICLE VIII**

### **Name and Location of Registered Agent**

The name and address of the corporation's registered agent is

Karl King  
522 43<sup>rd</sup> Street  
West Palm Beach, FL 33407

The address of the corporation's registered office in the State of Florida is 522 43<sup>rd</sup> Street, West Palm Beach, Florida 33407. Also principal office address.

## **ARTICLE IX**

### **Bylaws**

Adopted bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner as set forth within the said bylaws. Any amendments to the bylaws shall be binding upon all members of this corporation.

## **ARTICLE X**

### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by a majority vote of the Board of Directors then in office, and any right conferred upon the members of this corporation shall be subject to this reservation.

## **ARTICLE XI**

### **Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or directors, or any former officer or director, of the corporation to the full extent permitted by law. The private property of the members shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

## **ARTICLE XII**

### **Dissolution**

Upon dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law.

## **ARTICLE XIII**

### **Negation of Pecuniary Gain**

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article III hereof. Notwithstanding the foregoing, any compensation paid to any person or services rendered who is

also a director or officer of this corporation for services rendered not as a director or officer shall require the affirmative vote of a majority of the Board of Directors.

#### **ARTICLE XIV**

##### **Prohibition of Certain Activities**

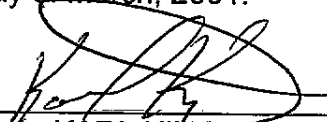
This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

#### **ARTICLE XV**

##### **Exemption from Federal Income Taxes under I.R.C. Section 501(c)(3)**

Notwithstanding anything in the foregoing to the contrary, it is a stated purpose of this corporation to qualify and at all times thereafter remain exempt from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1986, as may hereinafter be amended. These Articles of Incorporation shall be at all times construed so as to be consistent with the requirements for federal income tax exemption as aforesaid. As such, the corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or with the requirement for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

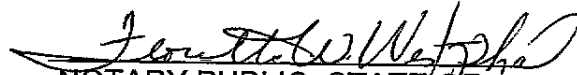
IN WITNESS WHEREOF, the undersigned, hereby makes and files these Articles of Incorporation and further hereby declares and certifies that the facts herein stated are true and correct this 5<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
KARL KING  
Subscriber

STATE OF FLORIDA

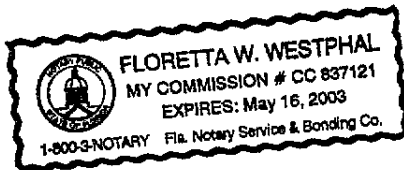
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of March, 2001, by KARL KING, who is personally known to me.



NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

FLORETTA W. WESTPHAL  
PRINTED NAME OF NOTARY



\_\_\_\_\_  
COMMISSION NUMBER

\_\_\_\_\_  
EXPIRATION DATE


### DESIGNATION OF REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

CARING CADETS, INC., having organized under the laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, has named KARL KING, located at 522 43<sup>rd</sup> Street, West Palm Beach, Florida 33407, County of Palm Beach, State of Florida, as its agent for service of process within this State.

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named not-for-profit corporation, at the place designated in these Articles of Incorporation, the undersigned agrees to act in this capacity and further agrees to comply with the provisions of all laws and statutes pertaining to the proper and complete performance of his duties. The undersigned is familiar with, and accepts the obligations of, this position.

  
KARL KING

FILED  
01 MAR - 7 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA