

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

SPES NOSTRA, INC.

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ARTICLES OF INCORPORATION
OF
SPES NOSTRA, INC.
FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is **SPES NOSTRA, INC.** The corporation's principal office address is 3630 NE 21st Street, Ocala, Florida 34470.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, 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.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Purposes

The primary purpose for which this corporation is formed is for charitable purposes. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are

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deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

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 number of Directors of the corporation shall be three (3), provided, however, that such number may be changed by bylaw duly adopted by the members. In no case shall the number of members of the Board of Directors be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 3630 NE 21st Street, Ocala, Florida 34470 on the first day of July of each year at 10:00 a.m., or at any such other time or place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Pat Lacey	3630 NE 21 st Street, Ocala, FL 34470
Steve Reynolds	371 SE 162 nd Terrace, Silver Springs, FL
Karin Gottlieb	4387 NW 22 nd Avenue, Ocala, FL

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(b) **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Pat Lacey
Vice President	Steve Reynolds
Secretary/Treasurer	Karin Gottlieb

ARTICLE VI

Earnings and Activities of the Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, 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 set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such

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organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE IX

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Pat Lacey	3630 NE 21 st Street, Ocala, Florida 34470
Steve Reynolds	371 SE 162 nd Terrace, Silver Springs, FL
Karin Gottlieb	4387 NW 22 nd Avenue, Ocala, FL

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the Bylaws.

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ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated and no part of the net income or net assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

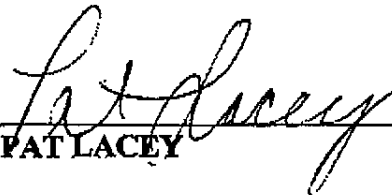
The address of the corporation's registered office shall be 3630 NE 21st Street, Ocala, Florida 34470 and the name of its registered agent at said address shall be Pat Lacey.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 29th day of May, 2001.


PAT LACEY

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 29th day of May, 2001 by **PAT LACEY**, who has produced a Florida Driver's License as identification.



Mary L. Rountree
MY COMMISSION # DD017292 EXPIRES
April 20, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Mary L. Rountree
NOTARY PUBLIC

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **SPES NOSTRA, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: May 29, 2001.

Pat Lacey
PAT LACEY

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