

NO1000006146

ROGER C. LAMBERT, P.A.  
2501 BRISTOL DRIVE  
SUITE B-12  
WEST PALM BEACH, FLORIDA 33409  
(561) 686-3040

August 24, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

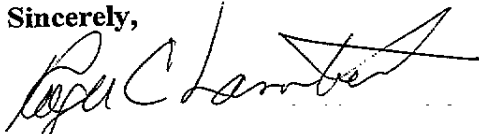
FILED  
01 AUG 27 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Santa Claus, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation and my check for \$ 70.00 for filing and an additional \$8.75 for a certified copy in the enclosed envelope in payment of your fees. Please file the Articles and return them to me as soon as conveniently possible.

Sincerely,



Roger C. Lambert

100004559531--0  
-08/28/01--01017--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

(paw)  
8/28/01

**FILED**

**ARTICLES OF INCORPORATION** 01 AUG 27 PM 12:01  
**OF SANTA CLAUS, INCORPORATED** SECRETARY OF STATE  
(a Florida not-for-profit corporation) TALLAHASSEE FLORIDA

**Article I.**

-NAME-

The name of this corporation shall be Santa Claus, Incorporated, (hereinafter called the "Corporation").

**Article II.**

- PRINCIPAL OFFICE AND/OR MAILING ADDRESS-

The address of the principal office and/or the mailing address of the Corporation is 2501 Bristol Drive, Suite B-12, W. Palm Beach, Florida, 33409.

**Article III.**

-PURPOSE-

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as may be permitted by the laws of the State of Florida and Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

**Article IV.**

- MEMBERSHIP-

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**Article V.**

**-INITIAL REGISTERED OFFICE AND AGENT-**

**The street address of the initial registered office of the Corporation is 2501 Bristol Drive, Suite B-12, West Palm Beach, Florida 33409, and the name of the Corporation's initial registered agent at that address is Roger C. Lambert.**

**Article VI.**

**-BOARD OF DIRECTORS-**

**The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the Bylaws.**

**ARTICLE VII.**

**- INITIAL BOARD OF DIRECTORS-**

**The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:**

**Roger C. Lambert  
2501 Bristol Drive  
Suite B-12  
West Palm Beach, Florida 33409**

**James Cook  
2501 Bristol Drive  
Suite B-12  
West Palm Beach, Florida 33409**

**Alexis Lambert  
2501 Bristol Drive  
Suite B-12  
West Palm Beach, Florida 33409**

## **Article VIII.**

### **-INCORPORATOR-**

**The name and address of the person signing these Articles of Incorporation are:**

**Roger C. Lambert  
2501 Bristol Drive  
Suite B-12  
West Palm Beach, Florida 33409**

## **Article IX.**

### **-DISSOLUTION-**

**Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.**

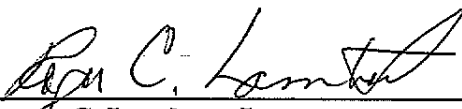
## **Article X.**

### **-LIMITATIONS-**

**No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United**

States Internal Revenue law).

**IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation on this 24<sup>th</sup> day of August, 2001.**

  
\_\_\_\_\_  
**Roger C. Lambert, Incorporator**

**CERTIFICATE DESIGNATING THE ADDRESS**  
**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

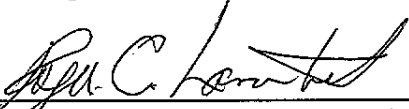
**WITNESSETH:**

That, Santa Claus, Incorporated., desiring to organize under the laws of the State of Florida, has named Roger C. Lambert, located at 2501 Bristol Drive, Suite B-12, West Palm Beach, Florida 33409, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 24<sup>TH</sup> day of August, 2001.

  
\_\_\_\_\_  
Roger C. Lambert, Registered Agent

**FILED**  
01 AUG 27 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA