

Division of Corporations

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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

PAL Companies, Inc.

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ARTICLES OF INCORPORATION
OF

PAL Companies, Inc.

A Florida Not-For-Profit Corporation

The undersigned persons, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following:

ARTICLE I - NAME

The name of the Corporation shall be PAL Companies, Inc.

ARTICLE II - PURPOSE

Section 1. The Corporation is a not-for-profit organization and has been organized exclusively for charitable, educational and other purpose as will qualify it as an exempt organization within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be:

- A. To support the charitable mission of PAL Companies, Inc., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code;
- B. To develop such support through the realization of philanthropic commitments;
- C. To educate the community served by PAL Companies, Inc. with regard to its present status and its goals for the future;
- D. To establish policies and guidelines to attain the foregoing objectives.

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ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

- A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable and educational purposes of PAL Companies, Inc.
- B. To make loans to PAL Companies, Inc. upon such terms and conditions as the Corporation, in its sole discretion, shall determine;
- C. To make charitable contributions to PAL Companies, Inc. or to any other affiliated organization exempt from taxation under Section 501(c)(3) of the Code;
- D. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- E. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on

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dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 any political campaign (by publication or distribution of any statements or otherwise) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to PAL Companies, Inc., an organization exempt from taxation under Section 501(c)(3) of the Code, if still exempt at the time of such disposition, or if not then so exempt, then to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF DURATION

The Corporation shall have perpetual duration.

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ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 608 Florida Blvd., Crystal Beach, FL 34681.

ARTICLE VII - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be P.O. Box 1121, Crystal Beach, FL 34681.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 608 Florida Blvd., Crystal Beach, FL 34681.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Kenneth R. Emery, Jr. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE IX - MEMBERS OF THE CORPORATION

Section 1. The Corporation shall have a membership distinct from the Board of Directors. Members shall be those individuals who are then currently members of the Board of Directors of PAL Companies, Inc.

Section 2. Members shall elect the Board of Directors.

ARTICLE X - BOARD OF DIRECTORS

Section 1. Except as reserved to the members the powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors.

Section 2. The number of Directors shall be provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

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ARTICLE XI - BYLAWS

Section 1. Members shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be exercised by the Members in accordance with the provisions of the Bylaws.

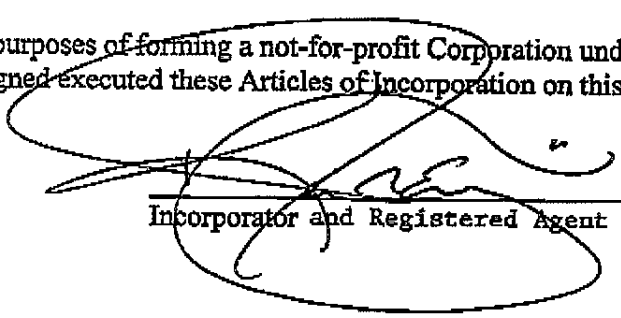
ARTICLE XII - AMENDMENTS

Section 1. The power to alter, amend or repeal any provision of these Articles of Incorporation shall be exercised by the Members of PAL Companies, Inc.

ARTICLE XIII - INCORPORATORS

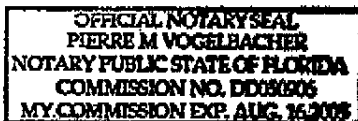
The name and address of the incorporator is: Kenneth R. Emery, Jr. at P.O. Box 1121, Crystal Beach, FL 34681.

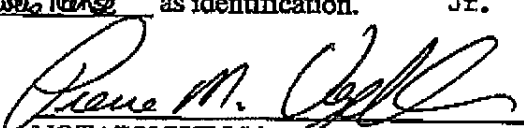
IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 15th day of November, 2001.


Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 15th day of November, 2001, by Kenneth R. Emery, Jr. who is personally known to me or who has produced driver's license as identification.




NOTARY PUBLIC, State of Florida
Printed Name Pierre M. Vogelbacher
My Commission Expires: Aug 16, 2005
Commission No. _____