

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

The Last Wave, Inc.

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**ARTICLES OF INCORPORATION
OF
THE LAST WAVE, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is The Last Wave, Inc. (the "Corporation").

ARTICLE II.

CORPORATE OFFICE; MAILING ADDRESS

The principal office and mailing address of the Corporation shall be located at 2036 36th Street, Orlando, FL 32839.

ARTICLE III.

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code") to receive and distribute charitable donations to provide a unique strategy for meeting the needs of teenagers in a permanent, diverse, club-like environment. The program will provide youth with opportunities for healthy social interaction with peers and role models in a Christian environment. The program will encompass life-changing elements such as supervised drug and alcohol-free activities and music events, as well as mentoring relationships, after school tutoring, life skill training, praise and worship and community service, all as permitted by applicable law, to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE IV.

POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private individual within the meaning of §501(c)(3) of the Code.

During the period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.

(2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.

(3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.

(4) The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.

(5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

ARTICLE V.

MEMBERS

The Corporation shall have no members and the directors of the Corporation shall have the sole voting power.

ARTICLE VI.

DIRECTORS

The affairs of the Corporation shall be managed and all corporate powers shall be exercised by a Board of Directors. The number, qualifications and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; provided, however, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

ARTICLE VII.

DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor; and,
- (2) all remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation taking into account the stated purposes for the establishment and creation of the Corporation as they may be amended from time to time.

ARTICLE VIII.

BYLAWS

The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended,

repealed, or expanded absent the consent of at least seventy percent (70%) of the then existing Board of Directors of the Corporation.

ARTICLE IX.

REGISTERED OFFICIAL AGENT

The street address of the Corporation's initial registered office shall be 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at such office shall be G&L Agent Services, Inc.

ARTICLE X.

INCORPORATOR

The name and address of the sole incorporator of the Corporation is Robert J. Gronek, Gronek & Latham, LLP, 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

ARTICLE XI.

AMENDMENTS

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of not less than seventy percent (70%) of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 30th day of May, 2002.


ROBERT J. GRONEK, INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**ACKNOWLEDGMENT**STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 30th day of May, 2002, by **ROBERT J. GRONEK**, as incorporator, who is personally known to me.

Pamela S Hanna
My Commission 00047029
Expires August 01, 2005

[NOTARIAL SEAL]

Pamela S. Hanna
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **ROBERT J. GRONEK, PRESIDENT OF G&L AGENT SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that it will comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

G&L AGENT SERVICES, INC.By: Robert J. Gronek**ROBERT J. GRONEK**