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C. B. MYERS III, P. A.
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FILED

02 AUG 26 AM 2: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 22, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/26/02--01046--017
*****78.75 *****78.75

Re: Filing Articles of Incorporation

Please find enclosed Articles of Incorporation of **M.A.P. UTILITY TRUST INC.**, to be filed with the Department of State. I have enclosed a check in the amount of \$ 78.75 to cover the filing costs as follows: \$35.00 to file the Articles; \$35.00 for the Registered Agent Designation and \$8.75 for a Certified copy.

Upon recording, please return the documents in the self addressed, stamped envelope enclosed.

If you have any questions, please feel free to contact me at your convenience.

Sincerely,



Deborah Partlow
Assistant to C. B. Myers III

Enclosure

C. BLALOCK AUG 28 2002

**ARTICLES OF INCORPORATION
OF
M.A.P. UTILITY TRUST, INC.
(a nonprofit corporation)**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation is **M.A.P. UTILITY TRUST, INC.** The principal office and the mailing address of this corporation is 4602 Ashton Road, Sarasota, FL 34233.

**ARTICLE II
CORPORATE NATURE**

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

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the creation of jobs for minorities within Florida and throughout the U.S.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
VOTING POWER

This corporation shall not have members and the directors of this corporation, pursuant to Section 617.0721, Florida Statutes, shall have sole voting power, as shall be more fully set forth in these Articles and in the Bylaws of the corporation, as such may be amended from time to time.

ARTICLE VI
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, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by action, duly approved, by the Board of Directors, but shall never be less than three (3).

The term of office for all directors shall be three (3) years, and all directors may be reelected without limitation.

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:

Lloyd J. Wander
4602 Ashton Rd
Sarasota, FL 34233

Charles N. Partlow
4602 Ashton Rd
Sarasota, FL 34233

Eddie L. Moore, Jr.
4602 Ashton Rd
Sarasota, FL 34233

B. Corporate Officers. The Board of Directors shall elect the following officers: 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/Secretary/Treasurer- Lloyd J. Wander

ARTICLE VII

EARNINGS AND ACTIVITIES OF 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, the corporation shall not carry on any other 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. 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 VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so

disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follow:

Lloyd J. Wander
4602 Ashton Rd
Sarasota, FL 34233

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 or directors 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 procedure set forth therefor in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or 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 4602 Ashton Road, Sarasota, FL 34233 and the name of its registered agent at said address shall be Lloyd J. Wander.

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 in the manner set forth in the Bylaws of this corporation.

We, the undersigned, being the 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, this 13th day of August, 2002.

Signed, sealed and delivered
in the presence of:

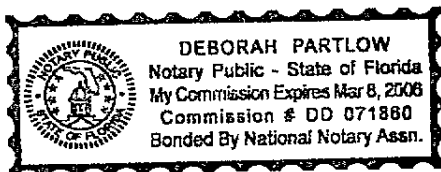
Deborah Partlow
Print Name: DEBORAH PARTLOW

Stephanie Wambles
Print Name: Stephanie Wambles

LLOYD J. WANDER
as incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 13th day of August, 2002, by **LLOYD J. WANDER**, who is personally known to me or who has produced a drivers license as identification.



Deborah Partlow
Notary Name:
My Commission Expires:

FILED

ACCEPTANCE OF REGISTERED AGENT 02 AUG 26 AM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: August 13, 2002

A handwritten signature in black ink, appearing to be "S. J. [unclear]", written over a horizontal line.