

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO2000007650

Charity Direct Network, Inc.

RECEIVED

02 OCT -4 PM 3:23

FILED  
02 OCT -4 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100008216281--8

-10/07/02--01004--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**CHARITY DIRECT NETWORK, INC.**

FILED  
02 OCT -4 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

Name. The name of this corporation (the "Corporation") shall be CHARITY DIRECT NETWORK, INC.

**ARTICLE II**

Commencement of Corporate Existence. This Corporation shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

Initial Principal Office. The initial principal office and the mailing address of the Corporation shall be: 2793 S.E. Monroe Street, Stuart, FL 34997.

**ARTICLE IV**

Purposes. This Corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"). The Corporation may initiate, carry on, and otherwise provide direct support only for programs that have charitable, religious, scientific, literary, and educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE V**

Powers. The Corporation shall have and may exercise all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights, and powers created, given, extended or conferred now or hereafter on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, except as restricted by Article XI herein. Without limiting the generality of the foregoing, the Corporation is empowered:

Section 1. to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;

Section 2. to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;

Section 3. to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

Section 4. to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and

Section 5. to do and perform all acts reasonable necessary to accomplish its purposes set forth in Article IV hereof.

## ARTICLE VI

Management. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number, as well as the manner of election or appointment, of the directors of the Corporation shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation. Provided, however, that the number of directors shall never be less than three (3). The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

## ARTICLE VII

Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of three (3) directors. The names and street addresses of the initial directors of this Corporation are:

George L. Farr  
9 Greenwich Office Park  
2<sup>nd</sup> Floor  
Greenwich, CT 06831

Thomas B. Whelan  
9 Greenwich Office Park  
2<sup>nd</sup> Floor  
Greenwich, CT 06831

Michael R. Cully  
2793 S.E. Monroe Street  
Stuart, FL 34997

## ARTICLE VIII

Members. The Corporation shall not have members.

## ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

## ARTICLE X

Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

## ARTICLE XI

### Restrictions and Interpretation.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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.

Section 2. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, 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 Code, or

b. by a corporation, contributions to which are deductible under Section 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

## ARTICLE XII

Dissolution. Upon the dissolution of the Corporation, the Board of Directors 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 exclusively for one or more of the exempt purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the exempt purposes of the Corporation.

## ARTICLE XIII

Initial Registered Office and Agent. The initial registered office of this Corporation shall be located at 2793 S.E. Monroe Street, Stuart, FL 34997, and the initial registered agent of the


Corporation at that address shall be Michael R. Cully. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE XIV

Incorporator(s). The name and street address of the person(s) signing these Articles of Incorporation as incorporator(s) is/are:

Michael R. Cully  
2793 S.E. Monroe Street  
Stuart, FL 34997

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 24 day of September, 2002.

  
MICHAEL R. CULLY, Incorporator

STATE OF FLORIDA

COUNTY OF Martin

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me having executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of September, 2002.



Michelle Meloche  
Commission # DD125281  
Expires June 12, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
02 OCT -4 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

CHARITY DIRECT NETWORK, INC. (the "Corporation") desiring to organize as a domestic not for profit corporation and qualify under the laws of the State of Florida has named and designated, Michael R. Cully as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2793 S.E. Monroe Street, Stuart, FL 34997.

  
MICHAEL R. CULLY, Incorporator

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 and 617.003, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 24<sup>th</sup> day of September, 2002

  
MICHAEL R. CULLY, Registered Agent