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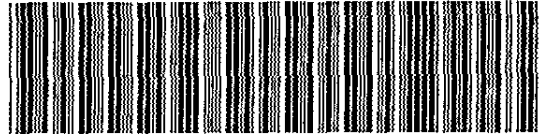
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SECRETARY OF STATE
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²Colorado
³Louisiana

Of Counsel:
Robert L. Scott‡

February 25, 2003

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

Re: Southern Manatee Volunteer Firefighters Association, Inc.
OFN: 0054/1

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation, Certificate of Designation of Registered Agent/Registered Office, together with our check payable to the Division of Corporations in the amount of \$78.75 (filing fee, Registered Agent fee and returned certified copy) to be filed with the Division of Corporations for the above-referenced corporation.

Please return verification of same to the attention of the undersigned.

Very truly yours,



Stephen R. Dye

SRD:ps

Encs.

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ARTICLES OF INCORPORATION
OF
SOUTHERN MANATEE VOLUNTEER FIREFIGHTERS ASSOCIATION, INC.

A Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned, as Incorporator, hereby adopts, subscribes and acknowledges the following Articles of Incorporation for the purposes set forth below. Capitalized terms used in these Articles shall, unless otherwise expressly defined herein, have the meanings given to them in the Declaration (hereinafter defined).

ARTICLE 1

Name

The name of this corporation is: Southern Manatee Volunteer Firefighters Association, Inc. (the "Corporation").

ARTICLE 2

Address of Principal Office and Mailing Address

The Corporation's initial principal office is located at: 1640 60th Avenue Drive East, Bradenton, FL 34203, and the Corporation's initial mailing address is 1640 60th Avenue Drive East, Bradenton, FL 34203.

ARTICLE 3

Purposes and Powers

3.1. The specific purposes for which the Corporation is formed is to provide an entity to provide support, fundraising and education to the firefighters, personnel and functions of the Southern Manatee Fire And Rescue District.

3.2. The general purposes for which this Corporation is formed are to operate exclusively for charitable and educational purposes which will qualify as an exempt organization under Section 501(c)(3), of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws including for those purposes the making of distributions to organization which qualify as tax exempt organizations under that Code.

3.3 The Corporation shall have all of the common law and statutory powers of a corporation not for profit, including all the powers and duties reasonably necessary or convenient to operate the Corporation except as expressly limited or modified by these Articles, the Bylaws or by Florida law, as it may hereafter be amended, including but not limited to the following specific powers and duties:

- (a) To levy and collect membership dues to defray the cost, expenses and losses of the Corporation, and to use the proceeds of the dues in exercising the Corporation's powers and performing its duties.
- (b) To fundraise.
- (c) To purchase insurance for the protection of the Corporation and its Members.

- (d) To enforce by legal means the Bylaws and any Rules and Regulations promulgated by the Corporation.
- (e) To enter contracts for the benefit of the Corporation and its Members.
- (f) To employ personnel, including accountants, attorneys, and other professional personnel, to furnish services required for the operation of the Corporation.
- (g) To borrow money if reasonably necessary to carry out the other powers and duties of the Corporation.
- (h) To adopt, amend and enforce reasonable rules and regulations governing the Corporation.
- (i) To enter into agreements, or acquire leaseholds, memberships and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, or other use or benefit to the Members.
- (j) To sue and be sued.
- (k) To acquire, own, hold, improve, maintain, repair, replace, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature.
- (l) To exercise such other power and authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein, and as permitted by the applicable laws of the State of Florida.

3.4 This Corporation shall not as a substantial part of its activities carry on propaganda or otherwise attempt influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE 4 **No Distributions**

The Corporation is organized and shall exist on a non-stock basis, does not contemplate pecuniary gain or profit to the Members thereof and is organized and shall exist solely for nonprofit purposes. No dividends shall be paid, and in no event shall the net earnings, income or assets of the Corporation be distributed to, or inure to the benefit of, its Members, Directors or Officers.

ARTICLE 5 **Term**

The period of duration of the Corporation is perpetual.

ARTICLE 6 **Membership**

6.1 The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the Members of the Corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of Members, and

their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws.

ARTICLE 7

Board of Directors

7.1. The affairs of the Corporation shall be administered by a Board of Directors comprised of at least three (3) but no more than five (5) persons, with the exact number to be as provided in the Bylaws. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Corporation's Bylaws.

ARTICLE 8

Officers

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. The Officers of the Corporation shall be elected annually by the Board of Directors at the organizational meeting of each newly constituted Board and shall serve at the pleasure of the Board.

ARTICLE 9

Bylaws

The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors and may be altered, amended or repealed in the manner provided therein.

ARTICLE 10

Indemnification

To the extent permitted by law, the Corporation shall indemnify and hold harmless every Director and every Officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by, or imposed on, him in connection with any legal proceeding, or settlement or appeal of such proceeding to which he may be made a party because of his being or having been, a Director or Officer of the Corporation. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that the actions or omissions to act of such Director or Officer were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Corporation; or
- (b) a violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful; or
- (c) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Corporation or a Member.

In the event of a settlement the right to indemnification shall not apply unless a majority of the disinterested directors approves the settlement as being in the best interests of the Corporation. The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

ARTICLE 11
Amendments

Amendments to these Articles may be adopted as follows:

11.1. Amendments to the Articles may be proposed by a majority of the Board, or upon written petition to the Board signed by not fewer than twenty-five percent (25%) of the Regular Members.

11.2. Any amendment to these Articles so proposed by the Board or Regular Members shall be submitted to a vote of the Regular Members not later than the next annual meeting for which proper notice can be given.

11.3. Except as otherwise provided by law, a proposed amendment to these Articles shall be adopted if approved by a two-thirds (2/3) majority of the total Voting Interests at the annual or special meeting called for that purpose.

11.4. An amendment which is duly adopted pursuant to this Article shall be effective upon the filing with the Florida Department of State and subsequently recording a certified copy thereof in the Public Records of Manatee County, Florida, with the formalities required for the recording of an Amendment to the Bylaws.

ARTICLE 12
Incorporator

The name and address of the Incorporator is:

Thomas F. Hennessy, Fire Chief
Southern Manatee Fire & Rescue District
1640 60th Avenue Drive East
Bradenton, FL 34203

ARTICLE 13
Initial Registered Office and Agent

The address of the initial registered office of the Corporation shall be: 1640 60th Avenue Drive East, Bradenton, FL 34203, and the name of the initial registered agent at such address shall be Thomas F. Hennessy.

ARTICLE 14
Dissolution

On 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 educational or charitable purposes in which has established its tax exempt status under Section 501(c)(3), of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal and caused these Articles of Incorporation to be signed this 20 day of December, 2002.

**SOUTHERN MANATEE VOLUNTEER FIREFIGHTERS
ASSOCIATION, INC.
A Corporation Not for Profit**

By: Thomas F. Hennessy
Thomas F. Hennessy, Fire Chief

**STATE OF FLORIDA
COUNTY OF MANATEE**

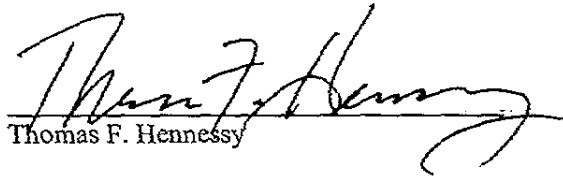
The foregoing instrument was acknowledged before me this 20 day of DECEMBER, 2002, by Thomas F. Hennessy, as Fire Chief, of Southern Manatee Volunteer Firefighters Association, Inc., a corporation not-for-profit, on behalf of the company ☒ who is personally known to me or ☐ produced _____ as identification.

Janet S. Weisman
Notary Public
Print Name: JANET S. WEISMAN
My Commission Expires: _____

**JANET S. WEISMAN
Notary Public, State of FL
My Comm. Expires Jan. 12, 2007
Comm. No. DD 169123**

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Thomas F. Hennessy, Fire Chief, having been designated as the registered agent for Southern Manatee Volunteer Firefighters Association, Inc. hereby agrees to act in such capacity and acknowledges that he is familiar with, and accepts, the obligations of such position.


Thomas F. Hennessy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA