

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

BDB Research Institute, Inc.

4/25/03

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 24, 2003

WARD DAMON POSNER

SUBJECT: BDB RESEARCH INSTITUTE, INC.
REF: W03000008315

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION
OF
BDB RESEARCH INSTITUTE, INC.**

ARTICLE I - NAME

The name of this Corporation is **BDB RESEARCH INSTITUTE, INC.**, a Florida not-for-profit corporation (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

222 Lakeview Avenue
Suite 1200
West Palm Beach, FL 33401

ARTICLE III - NATURE OF CORPORATION

The Corporation is a not-for-profit corporation organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, and pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - PURPOSE

This Corporation is established to collect and organize data from various sources for purposes of analyzing, interpreting and planning for socio-economic change in Palm Beach County and the Internet Coast Region. Data, research and analysis will be provided to various third parties, including local governments, other non-profit entities

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Ward, Damon & Posner, P.A.
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as well as for-profit companies. The information is intended to help economic development organizations recruit, retain and expand value added jobs, as well as provide information for governmental, educational, public and private groups to base their decisions. The corporation will also make contributions to qualified economic development organizations and programs which are consistent with the recruitment, retention and expansion of value added jobs on a regional or county-wide basis.

ARTICLE V: DURATION

The Corporation is to exist perpetually.

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3), and no more than thirty five (35) Directors. The Board of Directors shall consist of persons appointed as provided for in the Bylaws. The manner and election of the Board of Directors shall be regulated in the Bylaws.

ARTICLE VII: INCORPORATORS

The names and addresses of the persons signing these Articles are:

Larry Pelton
Business Development Board, Inc.
222 Lakeview Avenue
West Palm Beach, FL 33401

Philip H. Ward, III
Ward, Damon & Posner, P.A.
4420 Beacon Circle
West Palm Beach, FL 33407

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The Registered Agent of the Corporation is, Philip H. Ward, III, Ward, whose street address is 4420 Beacon Circle, West Palm Beach, FL 33407

ARTICLE IX - BYLAWS

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

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ARTICLE X - DISSOLUTION

Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the Corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on April 12, 2003.


Larry Pelton, Incorporator


Philip H. Ward, III, Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BDB RESEARCH INSTITUTE, INC., a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at, has named,, as its agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **BDB RESEARCH INSTITUTE, INC.**, a non-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this 24th day of April, 2003


Philip H. Ward, III
Registered Agent

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