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MONTO

TRANSMITTAL LETTER

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

| subject: <u>THE</u> | APOP DEC | LATERNATION, TENAME-MUST INCLUS | AL FREEDOM DE SUFFIX) | n Village, al |
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| Enclosed is an original at \$70.00 Filing Fee | nd one(1) copy of the artic \$\frac{1}{2}\$\$78.75 Filing Fee & Certificate of Status | □\$78.75 Filing Fee & Certified Copy | \$87.50 Filing Fee, Certified Copy & Certificate | |
| FROM: | JOHANNA TO Name (Pri 2125 PALM APOPKA, F | ADDITIONAL CO SURT Inted or typed) Vista Drive ddress L 32112 | | |

NOTE: Please provide the original and one copy of the articles.



May 28, 2003

JOHANNA BURT 2125 PALM VISTA DRIVE APOPKA, FL 32712

SUBJECT: THE APOPDEL INTERNATIONAL FREEDOM VILLAGE, INC.

Ref. Number: W03000015129

We have received your document for THE APOPDEL INTERNATIONAL FREEDOM VILLAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a <u>signed</u> statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Letter Number: 303A00033485

Stacy Prather
Document Specialist Supervisor
New Filings Section

ARTICLES OF INCORPORATION

OF

The APOPDEL International Freedom House, Inc.

A NON-PROFIT CORPORATION

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I:

The name of the Corporation is:

The APOPDEL International Freedom House, Inc.

ARTICLE II:

The name and address of the registered agent who is an initial director of this corporation and a resident of the State of Florida accepts the duties and responsibilities of Registered Agent:

Johanna Burt, RN 2125 Palm Vista Drive Apopka, FL 32712

ARTICLE III:

The principal place of the corporation is located in:

Deltona, Florida

Mailing Address Johanna Burt, RN 2125 Palm Vista Drive Apopka, FL 32712

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ARTICLE IV:

This Corporation is a non-profit corporation and is not organized for the private gain of any person. It is organized under the Florida Not-For-Profit Corporation law. The APOPDEL International Freedom House, Inc. is organized, and will be operated exclusively to provide residential services, physical activities and educational services to physically disabled children and youth, ages 1-18, injured during the Iraqi Freedom war and International children and youth, ages 1-18, who are physical disabled and can not perform their basic needs, (i.e. bathing, feeding, dressing, etc.) within the meaning of 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States tax code. Any reference in these Articles to the Code shall include the corresponding provisions of any further United States tax code. In furtherance of the foregoing purposes, and in recognition of the fact that The APOPDEL International Freedom House, Inc. is an organization that is owned by no single nation, individual or organization.

ARTICLE V:

The APOPDEL International Freedom House, Inc. shall operate for the benefit of the kids who have been injured by the war in Iraq, accidents, or known illnesses, carrying out its services and activities in conformity with relevant principles of State and International law and, to the extent appropriate and consistent with these Articles and its Bylaws, through open and transparent processes. To this effect, the Corporation shall cooperate as appropriate with relevant international organizations.

ARTICLE VI:

The number of initial directors of this corporation shall be five. The names and address of the initial directors are as follows:

| Johanna Burt, R.N. | 2125 Palm Vista Drive, Apopka, FL 32712 |
|--------------------|---|
| John Masiarczyk | 2345 Providence Blvd City Hall, Deltona, FL 32725 |
| Andy Anderson | 453 Village Place, Longwood, FL 32779 |
| Debra Williams | P.O. Box 580914, Orlando, FL 32858 |
| Beverly Parks | 812 Sweetwater Island Circle, Loogwood, FL 32779 |

ARTICLE VII:

Future directors shall be nominated by their predecessor or other directors. The board of directors shall approve the nominee. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

ARTICLE VIII:

The corporation shall have no members.

ARTICLE IX:

Notwithstanding any other provision (other than Article 8) of these Articles:

- a. The APOPDEL International Freedom House, Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from United States income tax under 501 (c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under 170 (c)(2) of the Code.
- **b.** No part of the activities of **The APOPDEL International Freedom House**, **Inc.** shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- c. The APOPDEL International Freedom House, Inc. 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.
- d. No part of the net earnings of The APOPDEL International Freedom House, Inc. shall inure to the benefit of or be distributed to its members, directors, trustees, officers, or other private persons, except that The APOPDEL International Freedom House, Inc. 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.

e. In no event shall The APOPDEL International Freedom House, Inc. be controlled directly or indirectly by one or more "disqualified persons" other than one or more organizations described in the Internal Revenue Codes for Tax Exempt organizations.

ARTICLE X:

To the full extent permitted by Florida Not-For-Profit Corporation or any other applicable laws presently or hereafter in effect, no director of The APOPDEL International Freedom House, Inc. shall be personally liable to the Corporation or its members, should the Corporation elect to have members in the future, for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XI:

Upon the dissolution of The APOPDEL International Freedom House, Inc. assets shall be distributed for one or more of the exempt purposes set forth in Article IV (vi) hereof and, operated exclusively to lessen the burdens of government and promote the global public interest in the operational stability of the Internet, or shall be distributed to a governmental entity for such purposes, or for such other charitable and public purposes that lessen the burdens of government by providing for the operational stability of the Internet. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes, unless no such corporation exists, and in such case any assets not disposed of shall be distributed to a 501(c)(3) corporation chosen by such court.

ARTICLE XII:

Notwithstanding anything to the contrary in these Articles, if the Corporation determines that it will not be treated as a corporation exempt from federal income tax under 501(c)(3) of the Code, all references herein to 501(c)(3) of the Code.

ARTICLE XIII:

The undersigned incorporator, hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated:

istered Agent