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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

armada foundation, inc.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2003

EMPIRE

SUBJECT: ARMADA FOUNDATION, INC.
REF: W03000021979

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Becky McKnight
Document Specialist
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FAX Aud. #: H03000246495
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ARTICLES OF INCORPORATION
OF

ARMADA FOUNDATION, INC.
a Florida Not-for-Profit corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes do hereby accept all rights, privileges, benefits and obligations conferred and imposed by said law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: **ARMADA FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE and AGENT

The street address of the principal office of the corporation is 101 North Riverside Drive, Suite 212, Pompano Beach, Florida 33062. The name of the registered agent of this corporation and address of the registered agent is: **ROBERT PHANEUF** at 101 North Riverside Drive, Suite 212, Pompano Beach, Florida 33062. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

This corporation shall have a perpetual existence, unless dissolved according to law.

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ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

a. This corporation will be organized as a 501(c)(3) Charitable Organization and shall operate exclusively for charitable, civic, fraternal, educational and scientific purposes; including for such purposes, the making of distributions on a non-sectarian, non-denominational basis to organizations that qualify as exempt organizations under Section 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of the succeeding law) or as a Non-Profit Corporation in good standing under the Florida law, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

b. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debenture, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

- (5) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida and also as Trustee of any Trust, endowment or portfolio; and
- (6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

c. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501 (c)(3), 2055(a) and 170 (c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations described in Code Sections 501 (c)(3), 2055(a) and 170 (c)(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

e. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

f. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law and by the bylaws of the Corporation, exclusive to an organization or organizations which themselves are exempt as

organizations described in Code Sections 501 (c)(3), 2055(a) and 170 (c)(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have Four (4) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than Three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this corporation. The names and addresses of the initial Directors of this corporation are:

	<u>NAME</u>	<u>ADDRESS</u>
(1)	Robert Phaneuf	441 West Palm Aire Drive Pompano Beach, Florida 33069
(2)	Spencer Butterfield	1301 Asbury Way #1301 Boynton Beach, Florida 33426
(3)	Jean Mullins	441 West Palm Aire Drive Pompano Beach, Florida 33069
(4)	Cary Ticman	1301 Asbury Way #1301 Boynton Beach, Florida 33426

ARTICLE VI - NON- STOCK BASIS AND QUALIFICATION OF MEMBERS

This corporation is organized under a non-stock basis. Membership in the corporation shall be composed of persons, partnerships, firms and corporations. Prospective members shall be nominated for membership by active members of the corporation in good standing. . Membership must be approved by 51% of the Board of Directors, as then constituted. Any obligations, duties and liabilities of said members shall be set forth in the by-laws.

ARTICLE VII - DISPOSITION OF ASSETS ON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, 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 1986 or corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court of Broward County, Florida, exclusively for such purposes or to such organization(s) as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE VIII - EXEMPT STATUS: PROHIBITED TRANSACTIONS

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasure Regulations thereunder.

a. This corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501 (c)(3).

b. This corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

- (1) Engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;
- (2) Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
- (3) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and

- (4) Make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedure set forth therefor in the Bylaws.

ARTICLE X - INCORPORATORS

The name and street address of the incorporators of this corporation are as follows:

Robert Phaneuf
441 West Palm Aire Drive
Pompano Beach, Florida 33069

Spencer Butterfield
1301 Asbury Way
#1301
Boynton Beach, Florida 33426


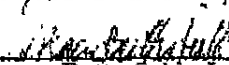
ARTICLE XI - AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation may adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of majority of the members of the Board of Directors of the Corporation and as further set out in the Bylaws of the Corporation.

ARTICLE XII - INDEMNIFICATION

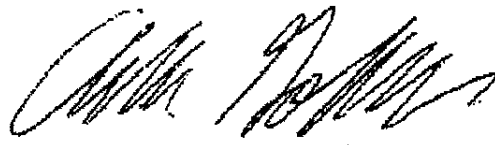
The corporation shall indemnify any officers, Trustee or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of August, 2003.


Robert Phaneuf - Incorporator

Spencer Butterfield - Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me on this 1st day of AUGUST, 2003, by **ROBERT PHANEUF** and **SPENCER BUTTERFIELD**, both of whom are personally known to me or have produced FLORIDA DRIVER LICENSE and _____ as identification.


Notary Public
My commission expires:



Adam Goldberg
Commission # CC 95423
Expires Aug. 27, 2004
Bonded thru
Atlantic Bonding Co., Inc.

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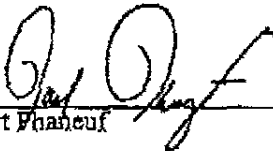
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
ARMADA FOUNDATION, INC.
2. The name and address of the registered agent and office is:
Robert Phaneuf
101 North Riverside Drive, Suite 212,
Pompano Beach, Florida 33062.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I agree to comply with the performance of said duties, and I am familiar with and accept the obligation of such position as registered agent.


Robert Phaneuf

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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