

NO3000009167

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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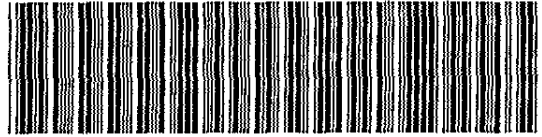
(Business Entity Name)

(Document Number)

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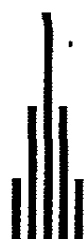
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TALLAHASSEE, FLORIDA

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**BLANCO
TACKABERY
COMBS &
MATAMOROS, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW

P.O. DRAWER 25008
WINSTON - SALEM, NC 27114 - 5008

STRATFORD POINT BLDG. - 5TH FLOOR
110 SOUTH STRATFORD ROAD
WINSTON-SALEM, NC 27104 - 4299

STEPHEN C. MINNICH
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October 14, 2003

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

RE: NIIL, Inc.

To Whom It May Concern:

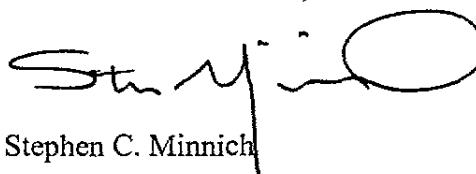
Enclosed for filing are the original and two (2) copies of the Articles of Incorporation and the original and two (2) copies of the Articles of Merger for NIIL, Inc. Once the Articles of Incorporation have been filed please forward the Articles of Merger to the Amendment Section of the Division of Corporations for filing.

Also enclosed please find a check in the amount of \$87.50 and a check in the amount of \$78.75 to cover the filing fees and the costs of obtaining certified copies of each document.

Please return a file-stamped certified copy of the Articles of Incorporation and Articles of Merger to my attention at the address shown above. If you have any questions, please do not hesitate to contact me.

Very truly yours,

BLANCO TACKABERY COMBS &
MATAMOROS, P.A.



Stephen C. Minnich

SCM/lmm
Enclosure

TRANSMITTAL LETTER

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

SUBJECT: NIIL, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Stephen C. Minnich
Name (Printed or typed)

P.O. Drawer 25008
Address

Winston-Salem, NC 27114-5008
City, State & Zip

(336) 293-9000
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

NIIL, INC.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, and to that end sets forth:

ARTICLE I NAME

The name of the Corporation shall be "NIIL, Inc."

ARTICLE II EXISTENCE

The existence of the Corporation is to be perpetual.

ARTICLE III NONPROFIT CORPORATION

The Corporation is a corporation not for profit within the meaning of the Florida Not For Profit Corporation Act ("Act").

ARTICLE IV PURPOSES

The purpose for which the Corporation is organized is to exercise all powers possessed by corporations formed under the Act, as it exists or may hereafter be amended (or under any successor codification of the laws governing not for profit corporations in the State of Florida) that are not inconsistent with the Corporation's qualification under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws), as a corporation organized and operated exclusively for charitable, religious and educational purposes.

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ARTICLE V INTERNAL AFFAIRS

The following provisions shall regulate the internal affairs of the Corporation:

A. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under § 501(c)(3) of the Code (or under any corresponding provision of any Successor Code) as a corporation organized and operated exclusively for charitable, religious and educational purposes.

B. No part of the Corporation's net earnings 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 purposes set forth in these Articles.

C. Any and all of the Corporation's Directors may be removed from office by a majority vote of the Directors of the Corporation whenever in those Directors' judgment the best interests of the Corporation will be served thereby.

D. No substantial part of the Corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

E. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code (or under any corresponding provision of any Successor Code), as the Board of Directors shall determine. Any such 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, which are organized and operated exclusively for such charitable, educational or religious purposes.

**ARTICLE VI
PRINCIPAL OFFICE**

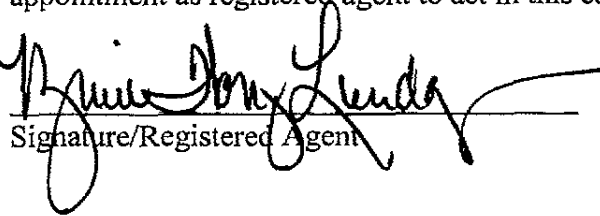
The street address and the mailing address of the principal place of business of the Corporation is 1310 Lewisville-Clemmons Road, P.O. Box 609, Lewisville, Forsyth County, North Carolina 27023.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The address of the initial registered office of the Corporation in the State of Florida is 3619 NE 207th Street, Suite 2315, Aventura, FL 33180. The name of the Corporation's initial registered agent at such address is Muriel Wong Lundgren.

**ARTICLE VIII
REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.


Signature/Registered Agent

08/13/03
Date

**ARTICLES IX
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE X
DIRECTORS**

The members of the initial Board of Directors shall be appointed by the Incorporator. Thereafter, Directors shall be appointed in the manner and for the terms as provided in Bylaws adopted by the Corporation.

**ARTICLE XI
LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by the Act as it exists or may hereafter be amended, no person who is serving or who has served as a Director of the Corporation shall be personally liable for monetary damages for breach of any duty as a Director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

**ARTICLE XII
INCORPORATOR**


The name and address of the Incorporator are:

Name

Muriel Wong Lundgren

Address

3619 NE 207th Street, Suite 2315
Aventura, FL 33180



Signature/Incorporator

08/13/03

Date

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