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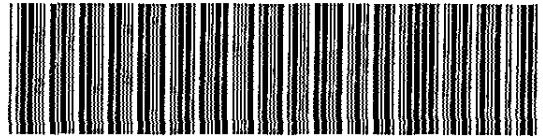
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TRANSMITTAL LETTER

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

SUBJECT: Rowing Club at the University of South Florida, 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: Christopher M. Paulus
Name (Printed or typed)

4202 E. Fowler Ave; USF 30428
Address

Tampa, FL 33620-8001
City, State & Zip

(813) 974-5578
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 19, 2003

CHRISTOPHER M. PAULUS
4202 E FOWLER AVE; USF 30428
TAMPA, FL 33620

SUBJECT: ROWING CLUB AT THE UNIVERSITY OF SOUTH FLORIDA, INC.
Ref. Number: W03000038714

We have received your document for ROWING CLUB AT THE UNIVERSITY OF SOUTH FLORIDA, 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 state Officers and a Board in several articles. However, you must indicate Board of DIRECTORS OR TRUSTEES, and how they are selected.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 503A00067958

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SECRETARY OF STATE
TAMPA, FLORIDA

**Articles of Incorporation
Of the
Rowing Club at the University of South Florida, Inc.**

Article I.

Name, Location and Definitions

Section 1.01 Name

The name of this corporation shall be Rowing Club at the University of South Florida, Inc. (hereinafter called "The Club".)

Section 1.02 Location

The principal office of the Club shall be:

4202 E. Fowler Ave., USF 30241
Tampa, FL 33620-8001

The address and location of the corporation may be changed from time to time by the Board of Directors.

Section 1.03 Definitions

The University of South Florida shall herein be referred to as "The University."

The Board of Directors shall herein be referred to as "The Board."

Article II.

Nature and Purpose

Section 2.01 Nature

This Club shall be organized exclusively for charitable and educational purposes with no capital stock, but with perpetual existence.

Section 2.02 Purpose

To support and assist members in the advancement of their rowing ability; and engage in all lawful, not-for-profit activities related thereto. To perform only those activities permitted to be carried out by a corporations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Article III.

Section 3.01 Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Chapter 617 of the Florida Statutes unless limited as follows:

- a) No part of the net earnings of the Corporation 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 the purposes as set forth in Article (purposes) hereof

- b) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code 1986 (of the corresponding provision of any future United State Internal Revenue Law).
- c) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
- d) 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.

Article IV. Membership

Section 4.01 Eligibility

There shall be three classifications of membership in this Club, namely General Members, Alumni Members and Honorary Members. Membership is not transferable.

General Memberships shall be open to all persons interested in the sport of rowing. Such persons shall be entitled to all of the privileges of the Club, including voting and holding office. They shall pay annual membership dues as established by the Board. They must attend a majority of meetings and practices within the last thirty (30) days. Individual absences approved by the Board will not be counted.

Alumni Membership shall be open to all persons who have previously been a member of the club. Such persons shall be entitled to all privileges of the Club except voting and holding office. They shall pay annual membership dues as established by the Board.

Honorary Membership may be awarded by majority vote of the Board to any person for distinguished service who is not a General Member. Such persons shall be entitled to all the privileges of the Club except voting and holding office. They shall pay no initiation fee or annual membership dues. Crew coaches and Club's Faculty Advisor(s) shall be classified as Honorary Members without Board vote.

Section 4.02 Admission

Persons eligible for membership shall be admitted upon timely payment of the established dues and/or fees for General Members and Alumni Members. Honorary Members shall be admitted based upon the provisions stated in Article 4, Section 1.

Section 4.03 Voting

General Members only shall have a right to vote. The voting rights shall accrue upon the payment of all applicable membership dues.

Section 4.04 Term and Obligations of Membership

Membership in this Club shall be from year to year unless the Secretary receives a member's written resignation before the end of any paid year. A resignation shall not relieve any member from liability for any dues accrued and unpaid before resignation. Memberships may be suspended or persons expelled from membership as provided in Section 5.

Section 4.05 Discipline

If the conduct of a member has endangered the good order, welfare or character of the Club and the provisions of the Bylaws, any five (5) members may present to the Board written charges subscribed to by themselves against such member.

If it shall appear to the Board, upon inquiry, after ten (10) days written notice to the member so charged of the nature of the charges, and an opportunity is given the member to be heard in his or her own defense, the Board may, by two-thirds (2/3) vote, suspend or expel such member or declare his or her membership forfeited.

A member suspended or expelled for cause other than non-payment of dues shall have the right, within one (1) month after receiving notice of such action, to appeal to the members of the Club by filing a notice of such appeal with the President or Secretary, and a special meeting shall be called within 30 days after the filing of such appeal; but if he or she shall not so appeal, or unless such action of the Board be reversed as herein provided, such suspension or expulsion shall stand. If two-thirds (2/3) of the entire membership, by secret ballot, reverse the action of the Board, the appellant shall be restored to membership; but until such reversal he or she shall not be entitled to any of the membership privileges.

A coach or supervising official may, at any time, impose a temporary suspension, which shall be reviewed and/or consented at the next board meeting. The Length of Suspensions can expire before the next board meeting, but must still be reviewed.

Article V.**Officers****Section 5.01 Titles**

The offices of President, Vice President, Secretary and Treasurer shall be elected by secret ballot from and by the Board of Directors at a meeting to be held between four (4) and seven (7) days from the time of the annual meeting.

Section 5.02 Terms of Office

The President, Vice President, Treasurer, Secretary and Board Members shall hold office for a term of one year, and/or until his or her successor(s) have been duly elected. They

may be re-elected without limitation as to tenure. Committee chairpersons shall serve during the pleasure of the Board.

Section 5.03 Qualifications

All nominees for President, Vice President, Secretary and Treasurer must be General Members of the Club.

Section 5.04 Duties of Officers

The officers shall perform the duties that usually devolve upon their offices, together with those set out in these Bylaws, and such other duties as the Board may from time to time prescribe.

(I) President

The President shall call meetings of the Board at such time or place as he or she may desire.

The President shall be a member ex-officio of all committees.

The President MAY appoint an Assistant Treasurer, an Auditor, and a Parliamentary Advisor.

(II) Vice President

The Vice President shall preside at all meetings in the absence of the President.

The Vice President shall perform the duties that usually devolve upon this office.

The Vice President shall assist the President when requested.

(III) Secretary

The Secretary shall keep record of meetings; conduct the general correspondence of the Club; send notices of all meetings and other notices where previous notice is required; notify officers and committees of their election or appointment; notify those members who may have forfeited membership; and shall perform such other duties as requested by the President or Board. Shall be responsible for the distribution for the annual newsletter as described in Section 6.01.

(IV) Treasurer

The Treasurer shall collect and disburse all funds of the Club; account for them in written form at all meetings as called for; be custodian of the Club financial records and documents; arrange to keep a complete roster of all members and of all crew boosters who are not members and arrange to have the books of the Club audited, at the request of the Board. The Assistant Treasurer, when, as, and if appointed, shall assist the Treasurer

when called upon; in the absence of the Treasurer shall collect and disburse all funds of the Club; and shall be responsible for reporting to the Board, when requested.

Article VI.

The Board of Directors

Section 6.01 Responsibility

The Board of Directors (herein referred to as "The Board") shall direct the affairs of the Club in a fiscally responsible manner. The actions of the Board under these Bylaws are final. The Board shall collectively assume responsibility for the compilation of the information to be included in an annual newsletter to be distributed to all members, supporters, associated legal entities, member organizations, and others decided by the Board.

Section 6.02 Composition

The Board shall be composed of a maximum of fifteen (15) voting members including all the officers of the Club. Voting members shall be the elected Board Members only. Non-voting ex-officio members of the Board will include the head coaches and other members appointed by the Board.

Section 6.03 Election of Board Members

The Board members shall be elected in one of two ways, either:

- a) By appointment of the President subject to approval by majority vote of the Board at the next scheduled Board Meeting, or
- b) By a 2/3 vote of eligible members in attendance at a general meeting

New board members tenure will commence upon affirmative vote of the Board of Directors or general membership; whichever is applicable.

Section 6.04 Term of Office

The Board Members shall hold office for a term of one year, and/or until his or her successor(s) have been duly elected. They may be re-elected without limitation as to tenure. The Board Members shall retain their position upon a vote of confidence held within two weeks of the start of each academic semester at The University.

Section 6.05 Qualifications

All elected Board Members shall be General Members of the Club.

Section 6.06 Resignations

The President or Secretary must receive written notice of any Board Member's resignation.

Section 6.07 Vacancies

Any vacancy on the Board or by any officer must be filled by an appointment of the President subject to approval by majority vote of the Board at the next scheduled Board Meeting.

In the event of presidential resignation or incapacity, the Vice President shall serve as President until the next Board meeting. At that meeting the Board Members shall elect a successor President.

Section 6.08 Meetings

The Board shall hold meetings at such times and places as the President may designate. Any three (3) Board Members may also call meetings at any time or place. Notice of any such meeting shall be to all Board members and shall be written, by telephone, by newsletter publication, by email, or any other electronic means.

Section 6.09 Quorum

The quorum for the transaction of business at any regular or special meeting of the Board shall be one-half (1/2) of the Board Members.

Section 6.10 Attendance

It is important for the transaction of Club business that all Board Members attend regularly scheduled meetings. A member missing three (3) consecutive meetings or an aggregate of five (5) meetings within a semester or one-half (1/2) within 30 days, whichever occurs first, will be dismissed from the Board. Reinstatement can be achieved by request to and approval from the Board.

Section 6.11 Budget

The Board shall approve a budget, first submitted by the Finance Committee. The Board shall determine the amount of the annual budget by the first meeting of the general membership in the fall. The Club shall be responsible for raising funds to meet approved costs and expenses related to The Club.

Section 6.12 Compensation

Unless provided otherwise by an appropriate resolution of the Board, the Officers of the Corporation shall serve without compensation. Under a policy which may be determined by the Board, Officers of the Corporation may be reimbursed for ordinary and necessary expenses incurred in the furtherance of the tax-exempt purposes of the Corporation as described in the Certificate of Incorporation and authorized, approved, or ratified in accordance with these Bylaws.

Article VII. Committees

Section 7.01 Dedication of Assets

No part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall

be entitled to a share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

Section 7.02 Interest of a Director in Transaction

No contract or other transaction shall be permitted between the Corporation and its Directors if such contract or other transaction could constitute an act of self-dealing or otherwise contravene any of the requirements of the Certificate of Incorporation.

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more of its Directors are directors, officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a) The contract or transaction is fair and reasonable as the Corporation at the time it is authorized by the Board; and
- b) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a two-thirds vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors.

Article VIII. Records

Section 8.01 Books and Records

The Corporation will maintain complete and accurate books and records, and will also maintain minutes of the proceeding of the Board, and the Committees. The Corporation will keep at its principle place of business a Director register giving the names, addresses, and other details of the Board of Directors and the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 8.02 Inspection

All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time on written demand stating such purpose.

Article IX. INDEMNIFICATION

Section 9.01 Indemnification

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee or agent of

another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof unless the conduct of such person is finally adjudged by a court of competent jurisdiction or is determined by the Corporation to have been grossly negligent or to constitute willful misconduct in the specific case. Such determination by the Corporation shall be made:

(a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or,

(b) If such a quorum is not obtainable or, even if a quorum is obtainable and a majority of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the determined that he or she is entitled to be indemnified by the Corporation as authorized in these Bylaws. Indemnification hereunder shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from these Bylaws.

Section 9.02 Purchase of Insurance

The Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, against any liability asserted against him and incurred by him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Bylaws.

If any expenses or other amounts are paid by way of indemnification (other than by court order, or an insurance carrier pursuant to insurance maintained by the Corporation), the Corporation shall deliver either personally or by mail to each Director of record a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. Such statement shall be delivered not later than the time of delivery to Directors of written notice of the next annual meeting of Directors, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment.

Article X.
THE COMMITTEES

Section 10.01 Authority of Committees

The Board, by resolution adopted by a majority of the entire Board, may designate the members of the Executive Committee or any such other committees as the Board deems reasonable and necessary, each of which shall have all the authority as provided herein or as provided by the resolution of the Board. However, no Committee shall have authority to:

- (a) approve or recommend actions or proposals to the Members:
- (b) fill vacancies on the Board or fill vacancies among the officers; or
- (c) amend the Certificate of Incorporation or these Bylaws.

The Board or the President may designate one or more persons as alternate members of any such Committee, who may replace any absent member or members at any meeting of such Committee, provided such alternate member has been approved by the Board.

Section 10.02 Executive Committee

The Executive Committee shall be established by a majority vote of the Board. The Board shall determine the number of members of the Executive Committee; however, the Executive Committee shall consist of [at least three members and shall not exceed seven members]. Members of the Executive Committee must be members of the Board and shall be elected only by the Board. Until such time that the Board determines that an Executive Committee is necessary, and until such Executive Committee is created by the Board, any functions to be performed by the Board.

The Executive Committee may act on behalf of the Corporation in any matter when the Board is not in session and shall report to the Board at the next regular meeting of the Board for ratification of actions taken by the Executive Committee. Two-thirds of the members of the Executive Committee shall constitute a quorum of the Executive Committee for the transaction of business and, if a quorum is then present all matters shall be approved by a majority vote of those members who are present. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the

members of the Executive Committee, is filed in the minutes of the proceedings. Meetings may be called by any member of the Executive Committee or by the Board.

Section 10.03 Standing Committee

By resolution adopted by a majority of the entire Board, the Board may designate various Committees of persons who need not be Directors or Members to counsel with the Board in respect of the affairs of the Corporation. The Committees may make recommendations to the Board on matters pertaining to the objects and purposes for which the Committee was formed, but shall not have or exercise any of the authority of the Board except under such authority as may be granted specifically to such Standing Committee by resolution of the Board.

The Board may appoint additional Committees or sub-Committees, as the Board deems necessary to carry on the business of the Corporation. Any Committee created hereunder shall serve at the pleasure of the Board, and any member thereof may be removed or the entire Committee dissolved, with or without cause, by majority vote of the Board.

Section 10.04 Committee Chair

Each Committee shall have a Committee Chair who shall be appointed by the Executive Committee and approved by the Board. The Committee Chair who shall serve until the earlier of the dissolution of the Corporation or resignation, removal or replacement by the Executive Committee. Each Committee Chair may appoint a secretary or other officers as such Committee Chair deems necessary to carry out the functions of such Committee.

Section 10.05 Appointment of Committee Members

The chair of each Committee shall appoint all Committee Members of such Committee which shall then be approved by a majority vote of the Executive Committee. Committee Members need not be Members or on the Board. Committee members shall serve on their respective Committees until the earlier of the dissolution of the corporation or their resignation, removal or replacement. Any vacancies shall be filled by the Chair of such Committee and shall be approved by a majority vote of the Executive Committee. Committee Members shall serve at the pleasure of the Committee Chair and may be removed by the Committee Chair with or without cause.

Section 10.06 Operation of the Committee

Unless a greater proportion is required by the resolution designating a Committee, a majority of the entire authorized number of members of such Committee shall constitute a quorum for the transaction of business of such Committee. If a quorum is then present, the vote of a majority of the Committee Members present at a meeting at the time of such vote shall be the act of such Committee, except that any action which may be taken at a

meeting of such Committee may be taken without a meeting if consenting writing is signed by all of the members of the Committee setting forth the action. Such consent in writing shall be filed in the minutes of the proceedings of the Committee.

Section 10.07 Interest of a Committee Member in Transactions

No contract or other transaction shall be permitted between the Corporation and its Committee Members if such contract or other transaction could constitute an act of self-dealing or otherwise contravene any of the requirements of the Certificate of incorporation.

No contract or other transaction between the Corporation and one or more of its Committee Members or any other corporation, firm, association or entity in which one or more Committee Members are directors or officers or are financially interested, shall be either void or voidable if:

- (a) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or Committee;
- (b) The fact of such relationship or interest is disclosed or known to the Committee; and,
- (c) The fact of such relationship or interest is approved by the Executive Committee after full disclosure.

Section 10.08 Interest of a Committee Member in Transactions

Unless provided otherwise by an appropriate resolution of the Board, the Committee Members shall serve without compensation. Under a policy which may be determined by the Board, Committee Members may be reimbursed for ordinary and necessary expenses incurred in furtherance of the tax-exempt purposes of the Corporation as described in the Certificate of Incorporation and authorized, approved, or ratified in accordance with these Bylaws.

Article XI. Meetings of Members

Section 11.01 Annual Meeting

The Annual Meeting of the members of this Club shall be held at such place as the Board may designate, in April of each year.

Written notice of intention to hold this meeting shall be given to all members by the Secretary at least fourteen (14) days prior to the scheduled annual meeting. At this

meeting all Board Members shall be elected by secret ballot (unless this requirement is waived) and shall take office at the end of the meeting.

Any other business for the good of the Club may be transacted at that time.

Section 11.02 Regular Meetings

Meetings of the members of the Club in addition to the annual meeting shall be held when and where designated by the Board. Notice of any such meeting shall be to all General Members and shall be written, by telephone, by newsletter publication or by email or any other reliable electronic means.

Section 11.03 Quorum

Twenty-five (25) percent of the General Members of the Club shall constitute a quorum for the transaction of business at a called meeting.

Article XII.

Proxies

There shall be no general or special proxies.

Article XIII.

Annual Dues and Fees

Section 13.01 Amounts, Methods and Delinquencies

The Board shall establish the annual dues for members, any fees, method of payment and delinquent dates as provided for in the current Club Handbook.

Section 13.02 Fiscal Year

The fiscal year of this Club is from July 1 each year to June 30 in the following year.

Article XIV.

Amendments

Section 14.01 Notice

Notice of any proposed amendment to these Bylaws shall be filed with the Secretary in writing in sufficient time to allow the proposed amendment to be delivered to all General Members at least ten (10) days before the meeting at which said amendment is to be voted upon.

Section 14.02 Vote

Following due notice, these Bylaws may be amended at any business meeting of the Club by a two-thirds (2/3) vote of the Board or by a majority vote of the entire membership.

Article XV.

Section 15.01 Dissolution

The Corporation shall be dissolved by a majority vote of the Directors. Prior to dissolution of the Corporation, the Board shall approve and adopt a plan of complete liquidation which conforms with applicable law.

Upon the dissolution of the corporation, assets shall 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 shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed 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 organizations, as said Court shall determine, which are operated exclusively for such purposes.

Article XVI.

Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Christopher M. Paulus
15501 Bruce B. Downs Blvd., Apt. 2010
Tampa, FL 33647

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04 JAN 22 AM 8:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Article XVII.
Incorporators**

The name, position, and residence of the persons signing these articles of incorporation not for profit, as the incorporators are:

President,
Christopher M. Paulus
15501 Bruce B. Downs Blvd., Apt. 2010
Tampa, FL 33647

Vice-President
Mark J. Ingram
4003 Wyoming Ave
Tampa, FL 33616


Treasurer,
Kyle R. Fulcher
6703 Englewood Ave
Tampa, FL 33611

Secretary,
Samantha B. Bachman
2118 SW 12th Ave
Cape Coral, FL 33991

We, the undersigned being the organizers and subscribers to the corporation, for the purpose of forming a corporation not for profit, in pursuance of the general laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true. We do hereby agree to and do agree to become the initial subscribers and accordingly have hereunto set our hand and seals.

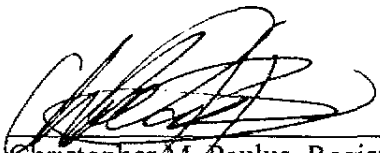

Christopher M. Paulus


Mark J. Ingram


Kyle R. Fulcher


Samantha B. Bachman

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 and agree to act in this capacity.


Christopher M. Paulus, Registered Agent

1/6/2004
Date