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Non-Profit

1.)

First Last Security, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

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**ARTICLES OF INCORPORATION
OF
FIRST LAST SECURITY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned incorporators hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is:

First Last Security, Inc.

For convenience, the Corporation shall be referred to herein as the "Corporation," these Articles of Incorporation as the "Articles," and the By-laws of the Corporation as the "By-laws."

The street address of the initial principal office of the Corporation is 517 SW 9th Street, Cape Coral, Florida 33991.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which this Corporation is formed shall be to provide financial assistance to qualified individuals who are otherwise unable to afford the down payment required to rent a home, condominium or apartment.

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 provision of any future United States Internal Revenue law) or (b) by a Corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of this Corporation, assets shall be distributed for one or

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more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed by the court of appropriate jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MEMBERS

The Members of this Corporation shall constitute all persons who have signed these Articles as the incorporators and such other persons as, from time to time hereafter, may become Members, in the manner provided in the By-laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Corporation is Bolaños Truxton, P.A. The street address of the initial registered office of the Corporation is 12800 University Drive, Suite 350, Fort Myers, Florida 33907.

ARTICLE VI - DIRECTORS

- A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors (referred to herein as the "Board of Directors") composed of not less than three (3) persons (referred to herein as "Directors"). The first Board of Directors shall have three (3) members and, in the future, the number and qualifications shall be determined from time to time in accordance with the Corporation's By-laws within the limits prescribed therein.
- B. The Directors named in Article VII shall serve until the first election of directors as provided in the By-laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-laws at the regular annual meetings of the Members of the Corporation. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, such vacancy shall be filled in accordance with the terms of the By-laws.
- C. All officers shall be elected by the Board of Directors in accordance with the By-laws at the regular annual meeting of the Board as established by the By-laws. The executive officers of the Corporation shall be a President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors. Any two (2) of

said offices may be united in one (1) person, except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation. If the Board so determines, there may be one or more Vice-Presidents.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The following persons shall constitute the Directors of the first Board of Directors and shall serve until the election of the Board of Directors at the first regular meeting of the Members:

	<u>Name</u>	<u>Address</u>
1.	Bruce C. Russell	517 SW 9 th Street Cape Coral, Florida 33991
2.	Michele L. Russell	517 SW 9 th Street Cape Coral, Florida 33991
3.	Teresa Lee Shafer	1451 Friendship Walkway Fort Myers, Florida 33901

ARTICLE VIII – INCORPORATORS

The names and addresses of the incorporators are as follows:

	<u>Name</u>	<u>Address</u>
1.	Bruce C. Russell	517 SW 9 th Street Cape Coral, Florida 33991
2.	Michele L. Russell	517 SW 9 th Street Cape Coral, Florida 33991
3.	Teresa Lee Shafer	1451 Friendship Walkway Fort Myers, Florida 33901

ARTICLE IX – BY-LAWS

- A. The By-laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be amended in the manner provided therein.

ARTICLE X – AMENDMENTS

- A. Proposals for amendments to these Articles of Incorporation may be made either by the Board of Directors or by thirty (30%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, then the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-laws. Upon the affirmative vote of sixty-seven (67%) percent of all Members (not just those voting) the amendment shall be adopted.
- B. Any Member may waive the requirements of this Article as to the notice of special meetings to vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by sixty-seven (67%) percent of the Members shall not be invalid merely because some Members did not receive notice of the special meeting.

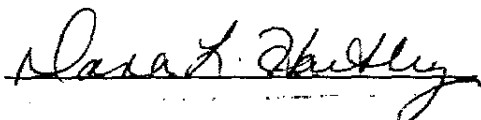
ARTICLE XI – INDEMNIFICATION

Every Director and officer of the Corporation shall be indemnified by the Corporation, to the maximum extent permitted by law, against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer in bad faith commits an act of willful malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 6 day of April, 2004.

Signed, Sealed and Delivered
in the Presence of:

INCORPORATORS:




Bruce C. Russell

Quinn

Frank Mazzio
Roger D. White

Michele L. Russell
Michele L. Russell

Shawn Westberry

Teresa Lee Shafer
Teresa Lee Shafer

State of Florida)
) ss
County of Lee)

The foregoing instrument was acknowledged before me this 6 day of April, 2004, by Bruce C. Russell. He (☒) is personally known to me or () has produced _____ as identification.

Josephine C. Aleci
Notary Public
Print Name:

My commission expires: 10/3/2006

State of Florida)
) ss
County of Lee)

JOSEPHINE C. ALECI
Notary Public, State of Florida
My Comm. Expires Oct. 3, 2006
No. DD155005

The foregoing instrument was acknowledged before me this 6 day of April, 2004, by Michele L. Russell. She (☒) is personally known to me or () has produced _____ as identification.

Josephine C. Aleci
Notary Public
Print Name:

My commission expires: 10/3/2006

State of Florida)
) ss
County of Lee)

The foregoing instrument was acknowledged before me this 6 day of April, 2004, by Teresa Lee Shafer. She (✓) is personally known to me or () has produced _____ as identification.

Josephine C. Aleci
Notary Public
Print Name:

My commission expires: 10/3/2006

L:\Russell, Bruce (479)\First Last Security ()\Articles of Incorporation.doc

JOSEPHINE C. ALECI
Notary Public, State of Florida
My Comm. Expires Oct. 3, 2006
No. DD155005

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that FIRST LAST SECURITY, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Ft. Myers, Lee County, State of Florida, has named Bolaños Truxton, PA, located at 12800 University Drive, Suite 350, Ft. Myers, Florida 33907, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above styled Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Bolaños Truxton, PA

By: _____

Gregg S. Truxton

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