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(Business Entity Name)

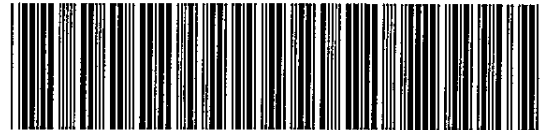
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LAW OFFICES

**MIERZWA & ASSOCIATES, P.A.**

MATTHEW J. MIERZWA, JR.  
TAMI L. AUGEN  
MARILYN T. BRASSIL  
MARK W. FLOYD

Of Counsel:  
JOSEPH H. KAPLAN

3900 WOODLAKE BOULEVARD  
SUITE 212  
LAKE WORTH, FLORIDA 33463-3045  
TELEPHONE: (561) 966-1200  
FACSIMILE: (561) 966-1231



April 6, 2004

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

Re: Articles of Incorporation of Martin County  
Professional Firefighters Building Fund, Inc.  
Our File No. 122959.2504

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and Acceptance of Registered Agent for a Florida Corporation. Also, enclosed is this firm's check number 5722 in the amount of \$87.50 which is to cover the cost of filing and to obtain a certified copy and certificate.

If you need any additional information, please contact our office.

Sincerely,

Joy L. Hickie  
Legal Assistant

/jlh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
MARTIN COUNTY PROFESSIONAL FIREFIGHTERS BUILDING FUND, INC.**

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**A FLORIDA CORPORATION NOT FOR PROFIT**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with requirements of Chapter 617, Florida Statutes, undersigned hereby acts as an incorporator in adopting and filing following articles of incorporation for purpose of organizing a not for profit corporation.

**ARTICLE I**

The name of the Corporation is: Martin County Professional Firefighters Building Fund, Inc.

**ARTICLE II**

The street and mailing address of the principal office of the Corporation is: P.O. Box 469, Palm City, Florida 34990.

**ARTICLE III**

The term of existence of the Corporation is perpetual unless and until terminated in accordance with these articles, the Corporation's by-laws, or law. The corporate existence will commence on the date of filing of these articles by the Department of State.

**ARTICLE IV**

The purpose for which the Corporation is organized is to buy, hold, manage, sell, and other like and similar duties, real property for the sole and exclusive benefit of the Martin County Fire Fighters Association, Local 2959, International Association of Fire Fighters, and its successors or assigns (hereinafter referred to as the "Associations"). No part of the income or profit of Martin County Professional Firefighters Building Fund, Inc., shall be distributed to its members, directors, or officers.

**ARTICLE V**

There shall be at least three directors of the Corporation. The three directors shall be the President, Secretary, and Treasurer of the Professional Firefighters and Paramedics of Martin County, Local 2959, International Association of Fire Fighters. This Corporation shall never have elections and the directors of the Corporation shall always mirror exactly the President, Secretary, and Treasurer of the Association. The President, Secretary, and Treasurer of the Association are elected by majority vote of the membership of the Association. Upon the election of new officers of the Association, the directors of this Corporation shall step down and the new officers shall automatically succeed to the director positions of this Corporation. Should a director fail to turn over

his or her directorship, then the President of the Association shall be authorized to take whatever action is necessary up to and including seeking relief in a court of competent jurisdiction to remove the director from his or her position. Should it be the President of the Association that is failing to turn over his or her directorship, then the Secretary or Treasurer has the full authority to act under this Article V to effectuate removal of the director.

#### **ARTICLE VI**

This Corporation shall be a wholly owned subsidiary of the Association and shall never take any actions contrary to the Association or adverse to the Association.

#### **ARTICLE VII**

The members of this Corporation shall be any and all members of the Association. The members shall not have any voting rights whatsoever. The members shall continue their voting and governance under the governing documents of the Association.

#### **ARTICLE VIII**

The Corporation is authorized to adopt by-laws and those by-laws may provide for procedures for partial liquidation of the Corporation.

#### **ARTICLE IX**

Upon dissolution or final liquidation of the Corporation the Corporation's assets shall go to a Not For Profit Corporation under Florida Law whose main purpose is charitable, civic, and educational and is engaged in educating the public about fire safety or is in any way engaged in helping firefighters and paramedics in any way whatsoever. The Not For Profit Corporation may or may not be a Section 501(c)(3) organization under the Internal Revenue Code.

#### **ARTICLE X**

In accordance with Section 617.0202(2)(i), Florida Statutes, this Corporation is subordinate to and subject to the authority of the Association and shall heed and obey any and all direction from the duly elected officers of said organization. The Association has the absolute authority and ability to dissolve this Corporation at any time and for any reason whatsoever and has the ability to demand back any and all assets that this Corporation is holding for the purposes for which it was formed. This provision shall supercede Article IX regarding distribution of assets upon dissolution or final liquidation.

#### **ARTICLE XI**

The initial street address of the Corporation's registered office is: 3900 Woodlake Boulevard, Suite 212, Lake Worth, Florida, 33463. The initial registered agent for the Corporation at that address is: Mierzwa & Associates, P.A.

**ARTICLE XII**

The directors may amend these articles by a majority vote of the three directors then in office.

**ARTICLE XIII**

The initial board of directors shall consist of three members. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
John Davidson	P.O. Box 469, Palm City, Florida 34991
Priscilla Hall	P.O. Box 469, Palm City, Florida 34991
Mark Marzucca	P.O. Box 469, Palm City, Florida 34991

**ARTICLE XIV**

The name and street address of the person signing these articles of incorporation is:

Name	Address
John Davidson	P.O. Box 469, Palm City, Florida 34991

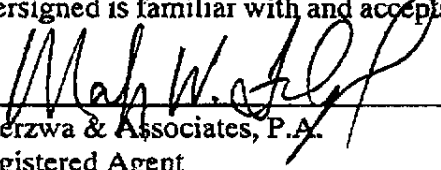
The undersigned incorporator has executed these articles of incorporation.

  
John Davidson  
Incorporator

3-12-04  
Date

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Martin County Professional Firefighters Building Fund, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
Mierzwa & Associates, P.A.  
Registered Agent

4-19-2004  
Date

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA