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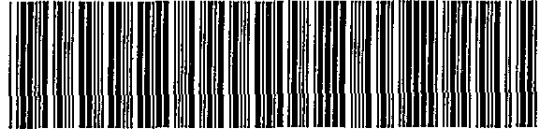
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: Power Over Panic Foundation, 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: Ameigh Verderosa
Name (Printed or typed)

484 Lanternback Island Dr.
Address

Satellite Beach, FL 32937
City, State & Zip

321.794.1864
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
POWER OVER PANIC FOUNDATION, INC.**

I, the undersigned natural person, being over the age of twenty-one (21) years and being a citizen of the State of Florida, acting as the Incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the corporation is POWER OVER PANIC FOUNDATION, INC.
and its place of business is 484 Lanternback Island Drive Satellite Beach
Florida 32937

ARTICLE TWO - DURATION

The period of its duration shall be perpetual.

ARTICLE THREE - PURPOSES

This corporation is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees 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(s) organized and operating exclusively for charitable,

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educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Any such assets not so disposed of shall be disposed of by an appropriate court exercising 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 FOUR - RESTRICTIONS

(A) All of the property, assets, income, principal and contributions of the corporation are irrevocably dedicated to the charitable purposes stated above, and no part of the net earnings, properties or assets of this corporation shall at any time inure to the benefit of any private person or individual or any Director of this corporation and upon dissolution or liquidation of all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated purely for charitable purposes as the Board of Trustees shall determine and as shall at that time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, or as the same may be amended.

(B) No substantial part of the activities of the corporation shall consist in attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or

intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(C) The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force and afterwards amended.

(D) The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

(E) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

(F) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in fore or afterwards amended.

(G) No compensation shall be paid to any member, officer, director, creator or organizer of the corporation or substantial contributor to the corporation for such services except that a reasonable allowance for services actually rendered to or for the corporation may be paid.

(H) The corporation shall not be operated for the benefit of private interests such as contributors to the corporation or persons who are controlled directly or indirectly by such private interests.

ARTICLE FIVE - MEMBERSHIP

The corporation shall have members, but will be controlled, managed and directed by its Board of Trustees.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office is 484 Lanternback Island Drive
Satellite Beach, Florida 32937, and the name of the Registered Agent at the same address is AMEIGH VERDEROSA.

ARTICLE SEVEN - TRUSTEES

The number of Trustees of the corporation shall not be less than three (3) or more than nine (9). Until changed in accordance with the Bylaws of the corporation within the limits above stated, the number of Trustees shall be three (3).

At the first meeting of the Trustees, Bylaws of the corporation shall be adopted setting forth the tenure of the members of the Board of Trustees, the manner of electing new members of the Board of Trustees, and providing for staggered terms. Thereafter, Trustees whose terms are expiring will be elected as provided for in the Bylaws.

The names and addresses of the persons who are to serve as Trustees until the first meeting of the Board of Trustees or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
AMEIGH VERDEROSA	<u>484 Lanternback Island Drive</u> <u>Satellite Beach, FL 32937</u>
<u>Albert Verderosa</u>	<u>484 Lanternback Island Drive</u> <u>Satellite Beach, FL 32937</u>
<u>Mary Verderosa</u>	<u>484 Lanternback Island Drive</u> <u>Satellite Beach, FL 32937</u>

ARTICLE EIGHT - INCORPORATOR

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
AMEIGH VERDEROSA	<u>484 Lanternback Island Drive</u> <u>Satellite Beach, FL 32937</u>

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of April, 2004.

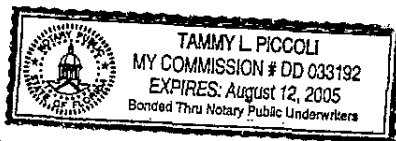
Ameigh Verderosa
AMEIGH VERDEROSA

STATE OF FLORIDA

COUNTY OF Brevard

THE FOREGOING instrument was acknowledged before me by AMEIGH VERDEROSA (vone) who is personally known to me or ✓ who produced FL Drivers Lic as identification and who did take an oath and declared under oath that she is the person who signed the foregoing document as the Incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of April, 2004.



(SEAL)

[Signature]
Notary Public

Printed name of Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

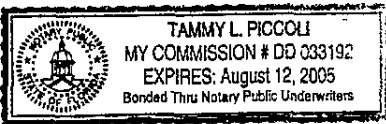
STATE OF FLORIDA

COUNTY OF Brevard

BEFORE ME, the undersigned authority, personally appeared AMEIGH VERDEROSA
(vone) who is personally known to me or ✓ who produced
FL Drivers Lic as identification known to me to be the person
who accepted designation as Registered Agent on behalf of POWER OVER PANIC
FOUNDATION, INC. and he acknowledged before me that he executed this Acceptance of
Designation as Registered Agent freely and voluntarily.

Ameigh Verderosa
AMEIGH VERDEROSA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the State and County aforesaid this 16 day of April, 2004.



(SEAL)

T. Piccoli
Notary Public

Printed name of Notary
My Commission Expires: