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**STINAR & ZENDEJAS, LLC**

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*Attorneys at Law*  
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Facsimile (719) 635-2493  
john@stinarlawgroup.com

June 10, 2004

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

***Re: Help Desk Chapters of Ft. Lauderdale, Inc.***

Dear Sir or Madam:

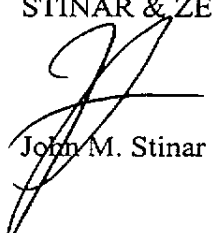
Enclosed for filing with the Secretary of State's office are Articles of Incorporation for Help Desk Chapters of Ft. Lauderdale, Inc. Also enclosed is a check in the amount of \$70.00 for the respective filing fees. Please return a file stamped copy to the undersigned in the envelope enclosed for your convenience.

Thank you for your cooperation.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

STINAR & ZENDEJAS, LLC



John M. Stinar

JMS:cp  
Enclosure(s)

**ARTICLES OF INCORPORATION  
OF  
HELP DESK CHAPTERS OF FT. LAUDERDALE, INC.**

a Florida nonprofit corporation

**ARTICLE 1  
NAME AND ADDRESS**

The name of the Corporation is: HELP DESK CHAPTERS OF FT. LAUDERDALE, INC., a Florida nonprofit corporation, and its initial principal office is located at 5301 N.W. 33rd Ave., Ft. Lauderdale, FL 33309.

**ARTICLE 2  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE 3  
PURPOSES AND POWERS**

**Section 3.1. Purposes.** The Corporation is formed exclusively for scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of, scientific, literary and educational purposes, and generally to do anything permitted of a nonprofit corporation under the laws of the State of Florida. A determination by the Corporation's then serving board of directors as to whether a distribution to be made by the Corporation in the form of a donation falls within this statement of purpose shall be final for all purposes.

**Section 3.2. Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Section 3.3, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Florida, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the powers:

(a) Without limit as to amount going to any one recipient or, in the aggregate, to all recipients, to make and award donations, gifts, contributions, scholarships, fellowships, and loans, from the income or assets of the corporation, but exclusively for charitable, scientific, literary and educational purposes within the limitations set forth in these Articles of Incorporation.

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SOUTHERD DISTRICT OF FLORIDA

(b) Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatsoever kind, nature or description, and wheresoever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the corporation herein stated.

(c) To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the corporation stated herein.

(d) To invest the funds of the Corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

(f) To exercise such other powers, conducive to the attainment of the objects and purposes of the Corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

(g) To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth whether alone or in association with other corporations, firms or individuals, or otherwise.

(h) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the corporation is organized.

(i) To have offices, and to promote and carry out the objects and purposes of the corporation and to exercise its powers within and without the State of Florida.

### **Section 3.3. Restrictions Upon the Powers of Directors and Others.**

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that the Corporation may pay reasonable compensation for services actually performed, and that reasonable

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payments may be paid for expenses incurred on behalf of the Corporation, in the conduct of one or more of its purposes), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary and educational purposes of this organization.

(b) No part of the assets of the Corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which it consists of carrying on propaganda or otherwise attempting to influence legislation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the 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 Code (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), Section 2055 and Section 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation:

i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of and subsequent Federal tax laws);

ii) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code (or corresponding provisions of and subsequent Federal tax laws);

iii) shall not retain any excess business holdings as defined in Section 4943 (c) of the Code (or corresponding provisions of and subsequent Federal tax laws);

iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws);

v) shall not make any taxable expenditures as defined in Section 4945 (d) of the Code (or corresponding provisions of any subsequent Federal tax laws).

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(e) Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined under Florida corporate nonprofit statutes, laws or regulations. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be distributed to an organization or organizations which are then qualified as exempt from taxation; under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)), and each of which has been in existence and so described for a continuous period of at least 60 calendar months. The selection of such organization or organizations shall be made by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a local state court of competent jurisdiction.

#### **ARTICLE 4 BOARD OF DIRECTORS**

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be solely vested in the Board of Directors. The number of directors (which may not be less than one), their terms of office and the manner of their selection and election shall be determined in accordance with the Bylaws of the Corporation from time to time in force. The initial Board of Directors shall consist of three directors, and the name and address of the directors are:

Drew Lapatin  
5301 N.W. 33rd Ave.  
Ft. Lauderdale, FL 33309

Boris Falconer  
5301 N.W. 33rd Ave.  
Ft. Lauderdale, FL 33309

Scott Luongo  
13650 NW 8th Street, Suite 103  
Sunrise, FL 33325

#### **ARTICLE 5 MEMBERS, STOCKHOLDERS, AND VOTING**

The Corporation shall not have members. The entire voting power for all purposes shall rest in the Board of Directors. The Corporation shall have no capital stock or stockholders.

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## **ARTICLE 6 BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Such Board shall have the power to alter, amend or repeal the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation as the same may, from time to time, be amended. However, no bylaw at any time in effect shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

## **ARTICLE 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 7.1. Right to Indemnification.** The Corporation shall indemnify any person who was, is, 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 formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that and under the circumstances in which the Florida corporate nonprofit statutes, laws or regulations permit such indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that and under the circumstances which the Florida corporate nonprofit statutes, laws or regulations permit such indemnification.

**Section 7.2. Manner of Indemnification.** Any indemnification under this Article (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida corporate nonprofit statutes, laws or regulations with respect to indemnification of directors. Such

determination may be made: (a) by the Board of Directors 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, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two (2) or more Directors who were not parties to the action, suit, or proceeding, except that Directors who were parties to the action, suit, or proceeding may participate in the designation of Directors for the committee. If such quorum is not obtainable or such committee cannot be established pursuant to (a) and (b) above, or even if such quorum is obtained or such committee is designated if such quorum or committee so directs, such determination shall be made: (a) by independent legal counsel selected by vote of the Board of Directors or the committee in the manner specified in (a) or (b) above (as the case may be) or, if a quorum cannot be obtained and a committee cannot be established pursuant to (a) and (b) above, by independent legal counsel selected by a majority vote of the full Board. Authorization of indemnification and evaluation as to reasonableness of expenses may be made in the same manner as the determination that indemnification is proper is made; except that, if the determination that indemnification is proper is made by independent legal counsel (as set forth above), authorization of indemnification and evaluation as to reasonableness of expenses may be made by the body that selected said counsel.

**Section 7.3. Non-Exclusive Right.** The foregoing right of indemnification shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.4.** The Directors shall not have any personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director as set forth in Florida corporate nonprofit statutes, laws or regulations.

## **ARTICLE 8 REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 5301 N.W. 33rd Ave., Ft. Lauderdale, FL 33309. The name of its initial registered agent at such address is Drew Lapatin.

**ARTICLE 9  
INCORPORATOR**

The name and address of the incorporator is:

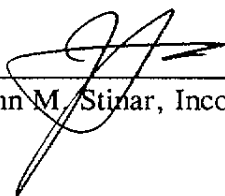
John M. Stinar  
102 North Cascade, Suite 350  
P.O. Box 1435  
Colorado Springs, Colorado 80903

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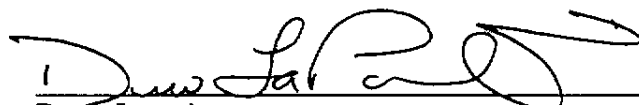
**ARTICLE 10  
AMENDMENT**

The Board of Directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the directors present at a meeting called for such purpose pursuant to notice, or in the manner permitted under Florida corporate nonprofit statutes, laws or regulations for taking action by unanimous written consent of the Directors without a meeting; provided, however, that no amendment to these Articles of Incorporation shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the terms of its existence or as an incident to its dissolution.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29<sup>th</sup> day of MAY, 2004.

  
\_\_\_\_\_  
John M. Stinar, Incorporator

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.

  
\_\_\_\_\_  
Drew Lapatin