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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**SHAKE THE DAWN, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Shake the Dawn, Inc. (the "Corporation")

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

224 Datura Street  
Suite 1218  
West Palm Beach, FL 33401**ARTICLE III PURPOSE**

The Corporation is organized exclusively for charitable 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, or corresponding section of any future federal tax code.

**ARTICLE IV MANNER OF ELECTION**

The By-laws of the corporation will provide for the manner in which the directors of the corporation are elected or appointed.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Directors: Terry Temescu, Mark W. Bode, Ronald B. Hicks

Officers: Terry Temescu - President and Secretary  
Mark W. Bode - Treasurer**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Terry Temescu  
224 Datura Street  
Suite 1218  
West Palm Beach, FL 33401**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Terry Temescu  
224 Datura Street  
Suite 1218  
West Palm Beach, FL 33401**ARTICLE VIII OTHER PROVISIONS**

No part of the net earning 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 set forth in these Articles of Incorporation. 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 any candidate for public office. 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 provisions of any future United States Internal Revenue Law)("Code") or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Code.

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Upon the dissolution of the corporation, the Board of Directors 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 or organizations organized and operated exclusively for charitable, literary, scientific or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of, by the Circuit Court or the Court of Common Pleas of 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.

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.

**Signature/Registered Agent**

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**Signature/Incorporator**

**Data**

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