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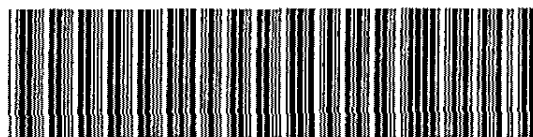
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- * ALSO ADMITTED IN 9TH & 11TH U.S. C.C.A. & U.S. SUP. CT.
- ** ALSO ADMITTED IN DISTRICT OF COLUMBIA
- *** ALSO ADMITTED IN U.S. VIRGIN ISLANDS

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November 09, 2004

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

Re: Stillwater Institute, Inc.

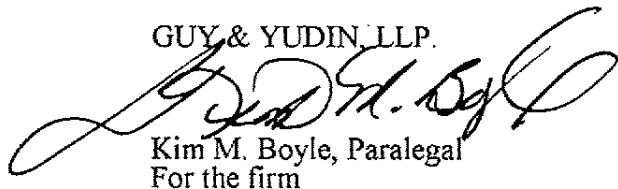
To Whom It May Concern:

I have enclosed the Original and one copy of the Articles of Incorporation for filing with the State. I have also enclosed the filing fee of \$~~78.75~~ **87.50**

Please return a file stamped copy when the Articles have been filed to the address above.

Sincerely,

GUY & YUDIN, LLP.



Kim M. Boyle, Paralegal
For the firm

ARTICLES OF INCORPORATION
OF

STILLWATER INSTITUTE, INC.
A Florida Corporation Not for Profit

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DIVISION OF CORPORATIONS
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The undersigned, all of whom are of legal age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE ONE
Name and Address

1.1 Name. The name of the corporation shall be **STILLWATER INSTITUTE, INC..**

1.2 Address. The Principal office of the corporation shall initially be located at 131 Maplecrest Circle, Jupiter, Florida, 33458.

ARTICLE TWO
Purpose

2.1 Purpose. The corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. The purposes for which the Corporation is organized are, among others, to develop and conduct education, training, youth programs, counseling programs, crisis and stress management programs, and the like for trauma victims, crime victims, victims of crisis or stress, and the like, and to develop and obtain federal, state, or local funding grants for that education, training, and programs, and, subject to the restrictions and limitations hereinafter set forth.

ARTICLE THREE
Powers

3.1 Powers No part of the net earnings of the corporation shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to repay working capital loans made by directors with reasonable interest, and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 by a corporation exempt from federal income tax under section 501 (c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.2 The corporation shall have all powers not inconsistent with Chapter 617, Florida Statutes (2000) or subsequent amendments thereto and section 501(c)(6) of the Internal Revenue Code.

3.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE FOUR MEMBERS

4.1 The corporation is organized on a non-stock basis. The corporation shall have members. Members of the corporation shall be required to meet the requirements set forth in the By-Laws and shall be admitted in the manner regulated by the by-laws of the Corporation without discrimination as to sex, age, handicap, color, race or ethnic origin. Members will only be admitted or terminated by a two thirds vote of the Board of Directors.

4.2 Upon termination or resignation, a member shall no longer have any rights in the Corporation and the Corporation and remaining members shall continue to enjoy the rights conferred by these Articles and the Bylaws of the Corporation.

4.3 Membership shall not be transferable.

4.4 The initial members of the Corporation are KATHRYN VERNER, JOANNE PULLINGER and DAVID GOODMAN.

ARTICLE FIVE INITIAL BOARD of DIRECTORS

5.1 The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased and elected from time to time in accordance with the Bylaws but shall never be less than three. The names and addresses of the initial directors of the corporation are as follows:

KATHRYN VERNER
131 MAPLECREST CIRCLE
JUPITER, FLORIDA 33458

JOANNE PULLINGER
165 PENNOCK TRACE DRIVE
JUPITER, FL 33458

DAVID GOODMAN
131 MAPLECREST CIRCLE
JUPITER, FLORIDA 33458

5.2 Meetings. The frequency of meetings of members, the time and manner of notice of such meetings, the time and place of such meetings, the conduct and adjournment of such meetings, and the determination of members entitlement and voting power shall be in accordance with the by-laws adopted by the Directors.

5.3 Directors Shall be elected by two thirds vote of the membership attending the annual meeting of the Corporation in person or by proxy, but the initial directors shall continue to serve without election until they resign.

ARTICLE SIX

Officers

6.1 Officers. The affairs of the corporation shall be administered by a President, Vice President or Co-President, Secretary, and Treasurer and such other officers as may be designated in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

KATHRYN VERNER (President, Treasurer)
131 MAPLECREST CIRCLE
JUPITER, FLORIDA 33458

JOANNE PULLINGER (Co-President, Secretary)
165 PENNOCK TRACE DRIVE
JUPITER, FL 33458

ARTICLE SEVEN

Indemnification

7.1 Indemnification. Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal fees,

reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been an director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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.

ARTICLE EIGHT

Bylaws

8.1 Bylaws. The Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE NINE

Term

9.1 Term. The term of the corporation shall be perpetual.

ARTICLE TEN

Registered Agent

10.1 Registered Agent. The street address of the Association's initial registered principal office and the name of its initial Registered Agent at such address is as follows:

Name	Address
KATHRYN VERNER	131 MAPLECREST CIRCLE, JUPITER, FLORIDA 33458

ARTICLE ELEVEN

INCORPORATOR

11.1 Names and Addresses. The name and street address of the Incorporators of these Articles of Incorporation is as follows:

KATHRYN VERNER
131 MAPLECREST CIRCLE
JUPITER, FLORIDA 33458

ARTICLE TWELVE
CONDUCT OF CORPORATE AFFAIRS

12.1 The conduct of the affairs of the Corporation will be limited in the following manner: all corporate powers are exercised by the Board of Directors and not by the members of the corporation.

ARTICLE THIRTEEN
AMENDMENTS

13.1 These articles may be amended by the Board of Directors.

9 IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this day of November, 2004.

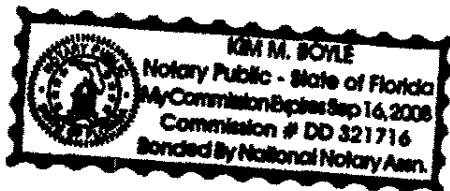
Kathryn M. Verner
KATHRYN VERNER, Incorporator

STATE OF Florida
COUNTY OF Marion

I HEREBY CERTIFY that on the 9 day of November 2001 before me, officers duly authorized and acting, personally appeared KATHRYN VERNER to me well known to be the person described herein ☒ OR who produced as identification _____ and who executed the foregoing Articles of Incorporation for the purposes expressed in said Articles, and acknowledged then and there before me that she executed said instrument.

WITNESS my hand and official seal at Marion County, Florida, this the 9 day of November, 2004.

(Notary Seal)



[Signature]
Notary Public
My Commission Expires:
9.16.08

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of STILLWATER
INSTITUTE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of November, 2004

Kathryn M. Verner
KATHRYN VERNER

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