

NO5609001255

(Requestor's Name)

Ometrias D. Long & Associates, P.A.
400 Park Avenue South
Suite 150
Winter Park, Florida 32789

(City/State/Zip/Phone #)

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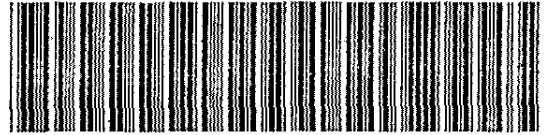
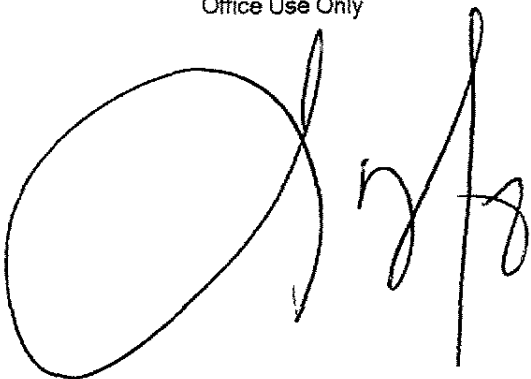
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



OMETRIAS D. LONG & ASSOCIATES, P.A.
ATTORNEYS AT LAW

SUN TRUST PLAZA
400 PARK AVENUE SOUTH, SUITE 150
WINTER PARK, FLORIDA 32789-4342

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(407) 647-0823

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January 24, 2005

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32301


RE: BARRY DUFAE MYERS FOUNDATION, INC.

Dear Sir or Madam,

Enclosed you will find an original and a copy of the Articles of Incorporation for BARRY DUFAE MAYERS FOUNDATION, INC., Florida Not-For-Profit Corporation. Also, enclosed is a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the fee for filing the Articles of Incorporation, the requisite fee for the appointment of a registered agent and the fee to obtain a certified copy of the Articles of Incorporation.

I would be very appreciative if upon filing the Articles of Incorporation you would mail the certified copy to my office. If you have any questions please do not hesitate to contact. With kind regards I am

Very truly yours,



Ometrias Deon Long

ODL/sji

Enclosure

**ARTICLES OF INCORPORATION
OF
BARRY DUFAR MYERS FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator of **BARRY DUFAR MYERS FOUNDATION, INC.**, a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is **BARRY DUFAR MYERS FOUNDATION, INC.**, (the "Corporation").

ARTICLE II

Principal Office and Address

The address of the Corporation's principal office is 400 Park Avenue South, Suite 150, Winter Park, Florida 32789.

ARTICLE III

Purpose

The Corporation is a community-based organization dedicated to mentoring and developing at risk kids. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or regulations issued hereunder or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations issued thereunder.

ARTICLE IV

Members

The qualification and rights of any members, if any, of the Corporation shall be set forth in Corporation's Bylaws. Membership qualifications, if the Corporation shall have members, shall be non-discriminatory in that no distinction or limitation on membership may be imposed on the basis of race, color, sex, national origin, sexual preference, religion, disability or handicap.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in the opposition to any candidate for public office.
2. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Board of Trustees

The affairs of the Corporation shall be managed by a Board of Trustees. The number and manner of the election or appointment of Trustees and their terms of office shall be as provided in the By-Laws.

ARTICLE VII

Registered Office and Agent

The initial registered office of the Corporation shall be located at 400 Park Avenue South, Suite 150, Winter Park, Florida 32789. The initial registered agent of the Corporation at that address shall be Ometrias D. Long & Associates, P.A. c/o Ometrias Deon Long.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the Corporation is Ometrias Deon Long, c/o Ometrias D. Long Associates, P.A. 400 Park Avenue South, Suite 150, Winter Park, Florida 32789-4342.

ARTICLE IX

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any entity that is not deemed a charitable tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, but the net assets of the Corporation shall be distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid, satisfied, discharged, or adequate provision made therefore; (2) all remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Trustees of the Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended by the incorporator of the Corporation to the extent necessary to enable the Corporation to receive a written determination from the Internal Revenue Service that the Corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code. All other amendments to these Articles of Incorporation shall be made in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this ~~28th~~ day of January, 2005.

A handwritten signature in black ink, appearing to read "Ometrias Deon Long", written over a horizontal line.

Ometrias Deon Long, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

Ometrias D. Long & Associates, P.A., a Florida Professional Service Corporation, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. Ometrias D. Long & Associates, P.A. hereby states that it is familiar with, and hereby accepts, the obligations of registered agents set forth in the Florida Statutes, and that Ometrias D. Long & Associates, P.A. will further comply with any other provisions of law made applicable to here as Register Agent of the Corporation.

Dated this 28th day of January, 2005.

OMETRIAS D. LONG
& ASSOCIATES, P.A.

BY: _____

Ometrias Deon Long, President

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