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DELOACH & PETERSON, P.A. ATTORNEYS AT LAW

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JAMES R. PROVENCHER OF COUNSEL 418 CANAL STREET POST OFFICE BOX 428 NEW SMYRNA BEACH, FL 32170 (386) 428-2464 FAX (386) 423-9967

February 3, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporation 409 E. Gaines Street Tallahassee, Florida 32399

> Re: Dawn Berguson Quadriplegics Foundation, Inc. (A Florida Not For Profit Corporation) Our File No. 05-12666

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

SID C. RETERSON, JR.

SCP/bg Enclosures

ARTICLES OF INCORPORATION

OF

DAWN BERGUSON QUADRIPLEGICS FOUNDATION, INC. (A Florida Not For Profit Corporation)

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be: **DAWN BERGUSON QUADRIPLEGIC FOUNDATION, INC.**, with its principal office located at 831 E. 12th Avenue, New Smyrna Beach, Florida 32169 and its corporate mailing address being the same.

ARTICLE II POWERS AND PURPOSE

- A. This corporation shall have an exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation, Act, as amended.
- B. The specific and primary purposes for which this corporation is organized are to promote and encourage all kinds of athletic events for persons with physical disabilities; to seek, develop and sponsor persons with physical disabilities to compete in competitive sporting events; to raise funds to support persons with disabilities so they may travel and compete in competitive sporting events; to engage in all types of activities not prohibited by law that will better promote the inclusion of persons with physical disabilities in various athletic events; to do everything necessary and proper for the accomplishment of any of the purposes or attainment of any objects previously mentioned and generally to perform such acts and to transact such business in connection with the preceding objects not inconsistent with law or the objects and aims of the corporation.

ARTICLE III NONSTOCK CORPORATION

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

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ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

DAWN BERGUSON

831 E. 12th Avenue New Smyrna Beach, Florida 32169

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI MEMBERSHIP

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

ARTICLE VII INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

DAWN BERGUSON

831 E. 12th Avenue

New Smyrna Beach, Florida 32169

MYRIAM GRONDAL

831 E. 12th Avenue

New Smyrna Beach, Florida 32169

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successors are elected or appointed and have qualified, whichever occurs first. The method of election of directors shall be as stated in the by-laws.

ARTICLE VIII INCORPORATOR

The name and address of the persons signing these Articles of Incorporation as the Incorporator is:

*DAWN BERGUSON*831 E. 12th Avenue
New Smyrna Beach, Florida 32169

ARTICLE IX A M E N D M E N T S

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

DAWN RERGISON

STATE OF FLORIDA

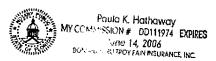
COUNTY OF VOLUSIA

PACEA KLATHA (Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **DAWN BERGUSON QUADRIPLEGIC FOUNDATION**, **INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **DAWN BERGUSON**, 831 E. 12th Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

DAWN BERGUSON, as Registered Agent