

Divi-

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : CYNTHIA M. PETITJEAN, P.L.  
Account Number : I20040000125  
Phone : (813) 659-2020  
Fax Number : (813) 754-7587

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**FLORIDA NON-PROFIT CORPORATION**

**EBAN, Inc.**

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ARTICLES  
OF INCORPORATION  
OF  
EBAN, INC.

A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby files with the Secretary of State of Florida these Articles of Incorporation, and certifies:

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is EBAN, INC. The mailing address and address of the corporation's principal office of the corporation is 905 Tara de Avila, Tampa FL 33613-1047.

ARTICLE II  
DURATION

The duration of this corporation is perpetual.

ARTICLE III  
PURPOSES

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, scientific, literary, educational or other charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including for such purpose, the making of distributions to other organizations, selected by the Directors of the Corporation, which qualify as tax-exempt organizations under the Code.

2. 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 be empowered to make the election authorized under Section 501 (h) of the Code. 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.

3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

4. No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its directors, officers, trustees or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services

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rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof.

#### ARTICLE IV POWERS

This Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon by the laws of Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code, as amended heretofore or hereafter, including the power to receive and administer funds for such charitable purposes, all for the public by bequest, devise, gift purchase or lease, either absolutely or in trust for such objects or purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the trust instrument under which such property is received, including the expenditure of the principal as well as the income, for one or more such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or as amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code; to take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation, but only for the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of Florida for charitable purposes can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

#### ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations, as

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now they exist, or, as they may hereafter be amended or to a federal, state, or local government body to be used for exclusively public purposes as the Board of directors shall determine.

ARTICLE VI  
MEMBERS: DIRECTORS

1. The Corporation shall not have any members.
2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all debts and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida. The number of directors shall not be less than three (3), but the number may be increased or decreased from time to time in the manner provided by the bylaws, provided such number is never less than three (3). The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The initial Board of Directors shall be:

Mary Elizabeth Sheridan  
905 Tara de Avila  
Tampa FL 33613-1047

Silvia Marisa Corradin  
4379 6<sup>th</sup> Street East  
Lancaster, CA 93535

Gena Luann Gruschovnik  
122 Chalet Crescent  
London, Ontario N6K 3C6 Canada

ARTICLE VII  
OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such other officers of this Corporation as the Board of Directors deems necessary. Any two offices may be held by the same person.
2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.
3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

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ARTICLE VII  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX  
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE X  
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future internal Revenue Law of the United States.

ARTICLE XI  
INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation shall be indemnified and shall be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

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ARTICLE XII  
INITIAL REGISTERED OFFICE AND AGENT

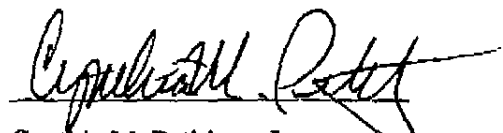
The street address of the initial registered office of this Corporation is 110 West Reynolds Street, STE 101, Plant City, FL 33563 and the name of the initial registered agent of this Corporation at that address is Cynthia M. Petitjean.

ARTICLE XIII  
INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Cynthia M. Petitjean	110 W Reynolds Street, STE 101 Plant City FL 33563

The undersigned has subscribed her name this 5<sup>th</sup> day of May, 2005.

  
Cynthia M. Petitjean, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, EBAN, INC., desiring to organize under the laws of the State of Florida, hereby designates Cynthia M. Petitjean located at 110 W. Reynolds Street, STE 101, Plant City FL 33563, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

Having been named as registered agent, the undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
Cynthia M. Petitjean  
Registered Agent

May 5, 2005

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