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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

SEP 13 2005



September 8, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Corporation

Dear Sir:

Please find enclosed an original and a copy of articles of incorporation to be filed with your office, along with \$123.50 filing fee. Please file the articles of incorporation with your office.

Thank you for your cooperation in this matter.

Very truly yours,

Martin A. Pedata

Martin A. Pedata

ARTICLES OF INCORPORATION
OF
DBR CHARITIES, INC.
A NON-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is **DBR CHARITIES, INC.**

ARTICLE TWO

The name and address of the initial registered agent of this corporation are: William G. Bailey, 408 East Rich Avenue, DeLand, Florida 32724.

ARTICLE THREE

The specific purposes for which this corporation is organized are to provide charitable assistance to the general public by fund raising and then distributing those funds to organizations that qualify as exempt organizations under state and federal laws. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 FOUR

The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three persons, but no more than twenty-three. The members of the Board shall be elected annually by the existing Directors. The first Board of Directors and their addresses shall be: William G. Bailey, 408 East Rich Avenue, DeLand, Florida 32724; Richard Rintz, 39 Lyon Drive, DeLand, Florida 32724; Thomas Bechtol, P.O. Box 4682, DeLand, Florida 32721; Thomas Bevis, 1854 Whippoorwill Lane, DeLand, Florida 32720; Stephen Blais, 4168 N. Grand Avenue, DeLand, Florida 32720; Terry Williams, 856 Lincoln Road, DeLand, Florida 32724, and Gary Meadows, 205 River Village Drive, DeBary, Florida 32713. In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the Bylaws.

ARTICLE FIVE

The name(s) and address(es) of the incorporator(s) of this corporation is (are): William G. Bailey, 408 East Rich Avenue, DeLand, Florida 32724.

ARTICLE SIX

The period of duration of this corporation is perpetual.

ARTICLE SEVEN

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

ARTICLE EIGHT

The principle place of business and mailing address of the corporation shall be 408 East Rich Avenue, DeLand, Florida 32720.

ARTICLE NINE

The Corporation shall have a President and a Secretary and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a Treasurer and an Assistant Secretary. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary. Officers shall be elected, removed and hold office as provided in the Bylaws. The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

Office	Name	Address
Chairman of Board	Terry Williams	856 Lincoln Road, DeLand, Florida 32724
President	Thomas Bechtol	P.O. Box 4682, DeLand, Florida 32721
Secretary	William G. Bailey	408 East Rich Avenue, DeLand, Florida 32724
Treasurer	William G. Bailey	408 East Rich Avenue, DeLand, Florida 32724

ARTICLE TEN

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE ELEVEN

These Articles of Incorporation may be amended by the Directors provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under Section 501(c)(3) of the Code.

ARTICLE TWELVE

The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding: Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Corporation, or in his capacity as


Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.


In Witness Whereof, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 8th day of September 2005.


William G. Bailey
Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
DBR CHARITIES, INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: September 8, 2005.


William G. Bailey
408 East Rich Avenue
DeLand, Florida 32724

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SECRETARY OF CORPORATION
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