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ARTICLES OF INCORPORATION OF
MILLION FLAGS PROJECT CORPORATION

The undersigned incorporators, acting as incorporators of a corporation desiring to form a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of this Not for Profit corporation is:
Million Flags Project Corporation

ARTICLE II - CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State of Florida.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in Section 510(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future Internal revenue Code, or to the Federal, State or local government for exclusive public purpose(s).

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

2417 Walker Circle
Sarasota, Florida 34234

ARTICLE IV - EDUCATIONAL CHARITABLE PURPOSE

The corporation is established as a not for profit corporation for the purpose of the development and creation of public military schools, both charter and "public" structured.

The corporation is organized only for charitable, religious, educational and scientific purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, including distributions to organizations that qualify as exempt under that Section 501 (c) (3) and specifically for the purpose of raising public awareness of AIDS/HIV issues and to distribute monies to non-profit AIDS/HIV organizations. Regardless of other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the Corporation provided under the not for

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profit corporation laws of the State of Florida and any Internal Revenue laws, including the tax exempt status of a corporation under Section 510(c) (3) of the Internal Revenue Code and its regulations as any of these laws and regulations may exist or any thereafter be amended. No part of the assets or net earnings of the Corporation, current or accumulated, shall be distributed to, or inure to the benefit of the corporation's members, directors, officers or to any private individual, except to the extent permitted under Section 501(d) (3) including the payment of reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation shall not take steps which will serve to facilitate the transaction of specific business by its members nor will promote the private interest of any member, officer or director of the Corporation nor engage in any activities which would constitute a regular business of kind ordinarily carried on for profit.

No substantial part of the activities of the Corporation shall be to carry on propaganda or attempt to influence legislation, nor shall the Corporation participate in any political campaign for any candidate for public office, including the publication or distribution of statements.

ARTICLE V - MEMBERS

The corporation shall not have members.

ARTICLE VI - DIRECTORS

The business affairs of this not for profit corporation shall be managed by a board of directors of no less than three (3) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election will be as provided in the corporation's Bylaws.

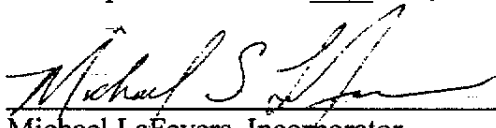
ARTICLE VII - INCORPORATOR

The name and address of the incorporators of this Corporation are:

Michael LaFevers
3619 61st Drive East
Bradenton, FL 34203

Michael T.R. Ierardi
2417 Walker Circle
Sarasota, Florida 34234

The undersigned has executed these Articles of Incorporation on this 29th day of September, 2005.


Michael LaFevers, Incorporator


Michael T. R. Ierardi

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MILLION FLAGS PROJECT CORPORATION

2. The name and address of the registered agent and office is:

Michael LaFavers

(NAME)

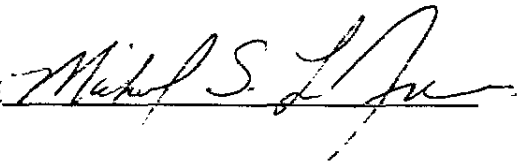
3610 61st Drive East

(P.O. BOX NOT ACCEPTABLE)

Bradenton, FL 34203

(CITY/STATE/ZIP)

SIGNATURE

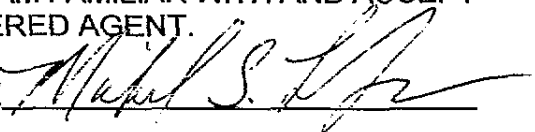


TITLE President

DATE: 09/29 20⁰⁵

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: 09/29 20⁰⁵

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