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SECRETARY OF STATE

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#### **COVER LETTER**

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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SUBJECT: The Zachary Project Inc.					
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)					
Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :					
\$70.00 Filing Fee	✓ \$78.75 Filing Fee & Certificate of	\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy		
	Status		& Certificate		
		ADDITIONAL COPY REQUIRED			
FROM: Terry L. Wooldridge Jr.					
Name (Printed or typed)					
874 W. Eau Gallie Blvd., Suite C					
Address					
Melbourne, Florida 32935					
City, State & Zip					
321-591-7066					
Daytime Telephone number					

NOTE: Please provide the original and one copy of the articles.



May 22, 2006

TERRY L. WOOLDRIDGE JR. 874 W. EAU GALLIE BLVD., STE. C MELBOURNE, FL 32935

SUBJECT: THE ZACHARY PROJECT INC.

Ref. Number: W06000023515

We have received your document for THE ZACHARY PROJECT INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 006A00035897



# FILED 06 MAY 18 PM 2: 54 SECRETARY OF STATE TALLAHASSEE, FLORIDA

### ARTICLES OF INCORPORATION In Compliance with Chapter 617, F.S., (Not for Profit)

#### Article I

The name of the corporation shall be: The Zachary Project Inc.

#### Article II

The principal place of business of this corporation shall be:

874 W. Eau Gallie Blvd., Suite C Melbourne, Florida 32935

The mailing address for this corporation shall be:

P.O. Box 343 Melbourne, Florida 32902

#### Article III

The purpose for which the corporation is organized is to raise money for firefighters and their children who are affected by illness, injury or a catastrophic event.

#### Article IV

The Board of Directors are appointed by the founders. New directors are appointed as needed by the current board of directors. If a vacancy should arise, the current board of directors will meet and appoint a new director.

#### Article V

Initial Directors

Atkinson, Ken (Director) 1408 Harper Blvd. SW, Palm Bay, FL 32908 Hargreaves, Eric (Director) 642 Cocoanut Grove Ave., West Melbourne, FL 32904 Morissette, Tom (Director) 1840 Brookshire Circle, West Melbourne, FL 32904 Smith, Glenn (Director) 2601 Mannorwood Drive, Melbourne, FL 32901 Wooldridge, Terry (Director) 412 Niblick Street, Melbourne, FL 32901

#### Article VI

Initial Registred Agent:

Terry L. Wooldridge Jr. 412 Niblick Street Melbourne, FL 32901

#### Article VII

Incorporator:

Terry L. Wooldridge Jr. 412 Niblick Street Melbourne, FL 32901

#### Article VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article Third hereof. 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 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Signature/Incorporator

May 10, 2006

Date

May 10, 2006

Date

FILED

OF MAY 18 PH 2: 54

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