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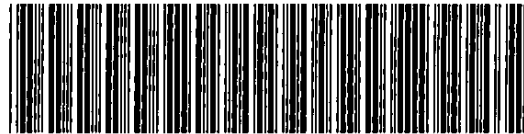
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CBG-5-06

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# ROSSWAY MOORE & TAYLOR

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\*\*ALSO ADMITTED IN CALIFORNIA

May 23, 2006

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: The Cochran Trust, Inc.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$155.00 is enclosed to cover your filing fee, Designation of Registered Agent and the cost of a certified copy.

Thank you for your assistance.

Sincerely yours,



Charles W. McKinnon

CWM:cj  
21110-001  
Enclosures

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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE COCHRAN TRUST, INC.**

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***A Not-For-Profit Corporation***

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 and the laws of the State of Florida.

**ARTICLE I**

The name of the proposed corporation shall be The Cochran Trust, Inc.

**ARTICLE II**

**PURPOSE OF POWERS**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to encourage education and scholarship concerning the Cochran Genealogy. The Corporation shall have the following express powers and shall be permitted and authorized to:

- A. Fix, levy, and collect dues to sustain the Corporation;
- B. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Corporation;
- C. Borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- D. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act (Chapter 617, *Florida Statutes*) by law may now or thereafter have or exercise.

### **ARTICLE III**

#### **MEMBERSHIP**

Members will be elected by the Board of Directors. An affirmed vote of two-thirds of the Directors is required for election. A list of members shall at all times be maintained by the Corporation.

### **ARTICLE IV**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

### **ARTICLE V**

The address of the principal office of the corporation is 1800 34<sup>th</sup> Avenue, Vero Beach, FL 32960, and the mailing address is P.O. Box 6091, Vero Beach, FL 32960.

### **ARTICLE VI**

The street address of the initial registered office of this corporation is 1800 34<sup>TH</sup> Avenue, Vero Beach, FL 32960, and the name of the initial registered agent of this corporation at that address is Corbet Cochran Jr.

### **ARTICLE VII**

This corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are as follows :

<u>Name</u>	<u>Address</u>
Corbet Cochran Jr.	1800 34 <sup>th</sup> Avenue Vero Beach, FL 32960
Richard Cochran	8 Heritage Way Savannah, GA 31419
Donna Sue Beneydt	30 Cennter Street Stratford, Ontario Canada N5A1E3

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are as follows:

Corbet Cochran, Jr.  
1800 34<sup>th</sup> Avenue  
Vero Beach, FL 32960

**ARTICLE IX**

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

**ARTICLE X**

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

## ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

**IN WITNESS WHEREOF**, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set hand and seal this 19<sup>th</sup> day of May, 2006.

Corbet Cochran, Jr. (SEAL)  
Corbet Cochran, Jr.

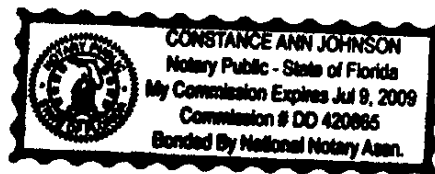
STATE OF FLORIDA                     )  
   ) ss.  
COUNTY OF INDIAN RIVER        )

**BE IT REMEMBERED**, that on this 19 day of May, 2006, Corbet Cochran, Jr. personally appeared before me, a Notary Public of the State of Florida, , who has produced FL Drivers License as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

**WITNESS** my hand and official seal in the state and county last aforesaid this 19 day of May, 2006.


Constance Ann Johnson  
Name: Constance ANN Johnson  
Notary Public, State of Florida

(Affix Seal)



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of The Cochran Trust, Inc. , and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

 (SEAL)  
Corbet Cochran, Jr.

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