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1245 Palm Bay RD NE, Apt. I203 Palm Bay, FL 32905

August 3, 2006

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

ATTN: ARTICLES OF INCORPORATION

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$78.75 to cover the filing fee, the certified copy of articles and the certificate.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

If you have any questions regarding this matter, you may contact me at 321-726-6468. Thank you for your assistance.

Sincerely,

Marvin Patrick Moffett

**Enclosures** 

## ARTICLES OF INCORPORATION OF BROKEN TO MENDED, INC.

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The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the state of Florida, adopt the following articles of incorporation for such corporation:

#### ARTICLE I - NAME

The name of the corporation, hereinafter referred to as the "Corporation" is <u>Broken To Mended.</u> <u>Inc.</u>.

#### **ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

#### **ARTICLE III - NATURE OF ORGANIZATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of

Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such proposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV - MEMBERSHIP**

The qualifications for members and the manner of their admissions shall be regulated by the bylaws.

#### **ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the members of the Corporation, and will be included in the by-laws.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1245 Palm Bay RD NE, Apt. 1203, Palm Bay, FL 32905 and the name of the initial Registered Agent for the corporation at that address is Maryin Patrick Moffett.

#### **ARTICLE VII - TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall be limited to such territory.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of <u>Florida</u>. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the persons who shall serve as directors of this corporation until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Marvin Patrick Moffett - President/Secretary

1245 Palm Bay RD NE, Apt. 1203, Palm Bay, FL 32905

Eli Lofton - Vice President

4104 14<sup>th</sup> AV, Bradenton, FL 32205

#### **ARTICLE IX - INCORPORATOR**

The names and addresses of the incorporators are as follows:

Marvin Patrick Moffett - 1245 Palm Bay RD NE, Apt, I203, Palm Bay, FL 32905

#### ARTICLE X - LIMITATION OF LIABILITY

Each director and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder of officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, or officer may be entitled as a matter of law.

#### ARTICLE XI - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE XII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the members.

#### ARTICLE XIII - CALLING OF SPECIAL MEETING

Special meetings of members may be called by the Board of Directors of this corporation.

#### ARTICLE XIV - MEMBERS QUORUM AND VOTING

Fifty-one percent (51%) of membership entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of fifty-one (51%) of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

#### **ARTICLE XV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XVI - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

•	Incorporators:
	Marvin Patrick Moffett
STATE OF FLORIDA	
COUNTY OF BREVARD	
Before me, a notary public authorized to tal above, personally appeared:  Maryen P. Moffett	ce acknowledgments in the State and County set forth
known to me to be the persons who executed the for acknowledge before me that they executed those are	
IN WITNESS THEREOF, I have hereunto and County aforesaid this 4 <sup>th</sup> day of 0	set my hand and affixed my official seal in the State
and County atoresaid this day or	2000
	Vidrey K. Shrell
	Notary Public
(SEAL)	State of <u>VEORGIA</u>
	My Commission Expires:

### CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

#### Broken To Mended, Inc.

The following is submitted in compliance with the laws of the State of Florida.

Broken To Mended, Inc., a not-for-profit corporation organizing under the laws of the State of Florida, with its principal office located at 1245 Palm Bay RD NE, Apt. 1203, Palm Bay, FL 32905 hereby designates Marvin Patrick Moffett, whose address is 1245 Palm Bay RD NE, Apt. 1203, Palm Bay, FL 32905, as its agent at that address to accept service of process within this State.

#### **ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Marvin Patrick Moffett

NO THED

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority,	this day personally appeared
MARVIN P. Moffett	, who, after being duly sworn, deposes and says that
the facts and matters contained above are true and	correct, and that he has executed the same for the
purposes expressed therein.	
WITNESS my hand and official seal this	4 th day of Aug, , 2006.
(SEAL)	Notary Public State of 12-2-07 My Commission Expires:
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