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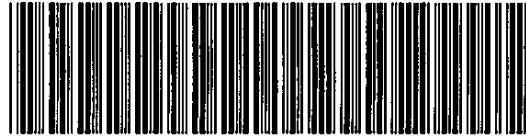
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SEP 27 2006

Harry A. Jones
Attorney at Law
Certified Public Accountant (Ga.)
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4420 S. Washington Avenue
Titusville, Florida 32780
(321) 264-0334
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REPLY TO:
 Titusville
 Melbourne

1901 S. Harbor City Blvd.
Suite 500
Melbourne, Florida 32901
(321) 433-3776
Fax: (321) 723-4092

September 20, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32301

Subject: Articles of Incorporation
Edward M. Poe Charitable Foundation, Inc.

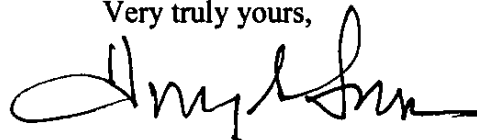
Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above captioned not-for-profit corporation together with our check in the amount of \$70.00 to cover your filing fee.

Please stamp the enclosed Articles of Incorporation with the date received and return to the undersigned.

Thank you for your assistance.

Very truly yours,



Harry A. Jones

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ARTICLES OF INCORPORATION
OF
EDWARD M. POE CHARITABLE FOUNDATION, INC.

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the Corporation shall be EDWARD M. POE CHARITABLE FOUNDATION, INC..

ARTICLE II.

This nonprofit Corporation shall have perpetual existence and shall continue its current existence on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this Corporation is organized are:

(A) The Corporation is organized exclusively for charitable, medical, religious, literary, scientific and educational purposes as set forth 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;

(B) To sponsor public forums, exhibitions and programs which further the exempt purposes of the Corporation and those other exempt organizations supported by the Corporation;

(C) To provide scholarships, fellowships, awards and grants to needy and deserving students and other individuals which further the exempt purposes of the Corporation and those other exempt organizations supported by the Corporation;

(D) To participate with other not-for-profit and public agencies in advancing the the exempt purposes of the Corporation ; and

(E) To have all the powers conferred upon not for profit Corporations formed under the laws of the State of Florida.

(F) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or Corporation, including municipal, county, state or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

In furtherance of the foregoing purposes, The Corporation shall at all times operate as an independent public organization solely responsible and fully accountable for the preservation and expenditure of any funds granted for the purposes specified above.

ARTICLE IV.

The management and control of the Corporation shall be vested in its Board of Directors. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

ARTICLE V.

The address of the initial registered office of this Corporation in the state of Florida is: 2825 LaCita Lane, Titusville, Florida 32780, and the name of the initial registered agent at that office is Edward M. Poe. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI.

The names and address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Edward M. Poe	2825 La Cita Lane Titusville, Florida 32780

ARTICLE VII.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this Corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, other than reimbursement of reasonable expenses rendered any person employed by the Corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the Corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the Corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the Corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the Corporation, or upon dissolution, voluntary or otherwise, the assets of the Corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII.

Each officer, director, employee and agent of the Corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the Corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

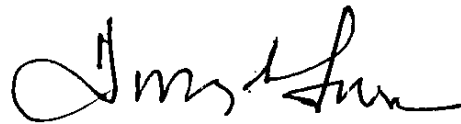
IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a Corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 15TH day of SEPT., 2006.


EDWARD M. POE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared EDWARD M. POE, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that they executed the same, and did take an oath.

15TH WITNESS my hand and official seal in the County and State last aforesaid this day of SEPT., 2006.



NOTARY PUBLIC, State of Florida
My Commission Expires:


Harry A. Jones
Commission # DD407528
Expires April 12, 2009
Banded Troy Pahn - Insurance, Inc. RPA-18-1000


Harry A. Jones
Commission # DD407526
Expires April 12, 2009
Banded Troy Pahn - Insurance, Inc. RPA-18-1000

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

EDWARD M. POE CHARITABLE FOUNDATION, INC..

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator EDWARD M. POE CHARITABLE Foundation, Inc, hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 2825 La Cita Lane, Titusville, Florida 32780 and the name of the initial registered agent of this Corporation at that address is Edward M. Poe.

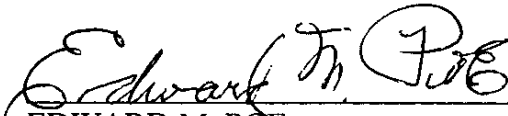
DATED this 15th day of Sept, 2006.


EDWARD M. POE, PRESIDENT

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of EDWARD M. POE CHARITABLE FOUNDATION, INC., at the initial registered office of the Corporation at 2825 La Cita Lane, Titusville, Florida 32780.

DATED this 15th day of SEPT., 2006.


EDWARD M. POE

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