

No 6890013/40

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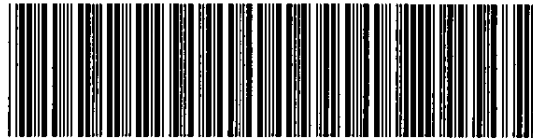
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-28-06
cc

Wilder Business Solutions, Inc.
"TAKING YOU TO THE NEXT LEVEL"

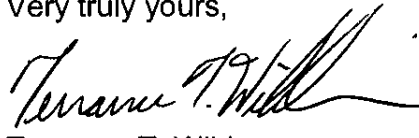
December 19, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Subject: ***Spirit Network Foundation, Inc.***

Enclosed are an original and two (2) copies of the Articles of Incorporation for the above-named corporation and a check for \$87.50 for the filing fee, Certified Copy and Certificate of Status. If you have any questions or need additional information, I can be reached at the address and telephone number printed below.

Very truly yours,



Terrance T. Wilder

Enclosure

cc: Peter J. Matthews (w/ enc.)

ARTICLES OF INCORPORATION for SPIRIT NETWORK FOUNDATION, INC. A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporator of a not for Profit Corporation pursuant to Chapter 617, Florida Statutes ("Florida Not For Profit Corporation Act"), adopts the following articles of incorporation and states as follows:

Article I **Name**

The name of the corporation shall be: **Spirit Network Foundation, Inc.**

Article II **Principle Office**

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

3429 East Shore Road
Miramar, Florida 33023

Article III **Purpose and Objectives**

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This corporation is organized exclusively for any lawful purpose to retain non-profit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a non-profit corporation pursuant to the laws of the state of Florida, its municipalities, county governments, and the United States.

The primary purpose and objectives of this corporation shall include, but not be limited to the following:

To reach, teach, and encourage at-risk youth in the South Florida area to have a positive impact on their friends, family, and community. This will be accomplished by a network of community leaders, role models, and mentors who are willing to protect and secure the future of our youth.

Spirit Network Foundation is committed to exposing youth to the Arts of the Media and Music industry to give them experience and knowledge of the management and operations of a business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV
Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The initial Board of Directors were be elected by the members. In accordance with the bylaws, Directors shall be elected by a majority of the entire Board of Directors.

Article V
Initial Directors/Officers

The name, address, and title of the initial Board of Directors of this corporation are:

Name	Address	Position
Peter J. Matthews	3429 East Shore Road Miramar, Florida 33023	President
Eric G. Knowles	4800 Garfield Hollywood, Florid 33021	Vice-President
Clarence E. Smith	2750 S.W. 109 th Terrace Davie, Florida 33328	Secretary
Harvey Lockhart	8463 N. Lake Forest Drive Davie, Florida 33328	Director
Rupert F. French	16522 N.W. 23 rd Street Pembroke Pines, Florida 33028	Director

Article VI
Registered Office and Agent

The street address of the initial registered office of the corporation is, 3429 East Shore Road, Miramar, Florida 33023 and the name of its initial registered agent at such address is Peter J. Matthews.

Article VII

Purpose

Said organization 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).

Article VIII

Nonprofit Capitalization

No part of the income of the corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

Article IX

Member Liability

The private property of this Corporation's members, directors or officers shall not be subject to the payment of Corporation debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

Article X

Activities Prohibited

No substantial part of the activities of the Corporation shall be 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 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 of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

**Article XI
Dissolution**

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principle office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

**Article XII
Incorporator**

The name and address of the Incorporator is as follows:

Terrance T. Wilder
16213 Miramar Parkway
Miramar, Florida 33027

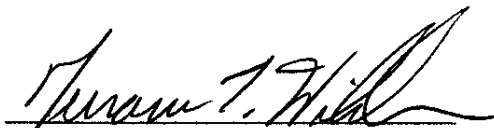
**Article XIII
Effective Date and Duration**

The effective date of the corporation is December 20, 2006. The duration of the corporation is perpetual.

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.


Peter J. Matthews, Registered Agent

12-14-06
(Date)


Terrance T. Wilder, Incorporator

12-15-06
(Date)

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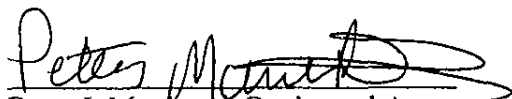
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Terrance T. Wilder
16213 Miramar Parkway
Miramar, Florida 33027

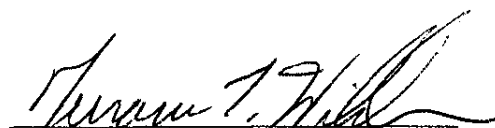
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12-14-06
(Date)


Terrance T. Wilder, Incorporator

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(Date)