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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. DMSTC Corp. of South Florida, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
DMSTC CORP. OF SOUTH FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN -4 AM 11:53

APPROVED
AND
FILED

The undersigned subscribe to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further state as follows:

ARTICLE I
Name and Principal Place of Business

The name of the corporation is the DMSTC Corp. of South Florida, Inc. The initial principal place of business is: 813 NE 72 Street, Miami, Florida 33138.

ARTICLE II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III
Purpose

This corporation is organized as a charitable and educational and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established to receive contributions and pay them over to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any past or future United States Internal Revenue law.

ARTICLE IV
Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, 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 III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives 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 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.

ARTICLE V
Members

Membership in DMSTC Corp. of South Florida, Inc. shall be as set forth in classifications as determined in the bylaws of the corporation. There shall be an annual meeting of the members of the corporation.

ARTICLE VI

The street address and city of the registered office of the corporation is:

DMSTC Corp. of South Florida, Inc.
813 NE 72 Street
Miami, Florida 33138

The name of the initial registered agent at such address is Edward Witte.

ARTICLE VII
Board of Directors

The affairs of the corporation shall be managed between meetings of the membership by a Board of Directors which shall consist of no fewer than three members. The number and method of selection of

directors shall be prescribed in the bylaws. There shall be no limit on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any director from receiving compensation for serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII **Officers**

The corporation shall have such officers as may be provided for in the bylaws. The manner of selection of officers shall also be provided for in the bylaws. The corporation shall have at least the following officers:

1. President
2. Vice President
3. Secretary/Treasurer

Any one individual may hold more than one office in the corporation. Duties of officers shall be described in the bylaws.

ARTICLE IX **Indemnification of Officers and Directors**

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X **Non-Stock Basis**

This corporation is organized on a non-stock basis.

ARTICLE XI

Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII

Amendment

Amendment of these articles shall require the approval of a two-thirds vote of the Board of Directors at a meeting of the Board. At least thirty (30) days prior to the Board meeting, the text of any proposed amendments shall be furnished to the directors of the corporation. The membership of the corporation may alter or rescind a proposed amendment by majority vote of those members present at the annual business meeting or by mail ballot furnished to the membership as provided in the bylaws and decided by majority vote.

ARTICLE XIII

Incorporators

The names and addresses of the incorporators subscribing to these Articles of Incorporation are set forth below:

Neal A. Roth, Esquire
Grand Bay Plaza, Penthouse One
2665 South Bayshore Drive
Miami, Florida 33133

Edward Witte, President
813 NE 72 Street
Miami, Florida 33138

Michael Van Hook
813 NE 72 Street
Miami, Florida 33138

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida do hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certify that the facts stated herein are true and correct.


EDWARD WITTE

VERIFICATION

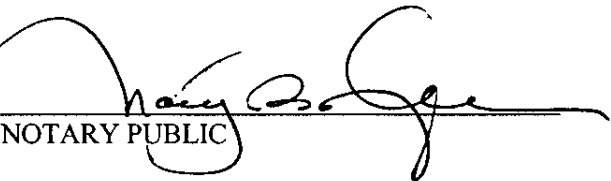
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of May, 2007, by Edward Witte, who is ____ personally known to me or ✓ who produced satisfactory identification to me (check one).

WITNESS my hand and seal in the County and State named above on this 29 day of May, 2007.

My Commission Expires




NOTARY PUBLIC

Notary Public: Mary B. Nagler
Printed Name

Neal Roth

NEAL ROTH

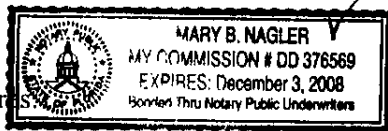
VERIFICATION

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of May, 2007, by Neal Roth, who is ☒ personally known to me or ☐ who produced satisfactory identification to me (check one).

[Signature] WITNESS my hand and seal in the County and State named above on this 29 day of May, 2007.

My Commission Expires



[Signature]
NOTARY PUBLIC

Notary Public: Mary B. Nagler
Printed Name

[Signature]

MICHAEL VAN HOOK

VERIFICATION

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of May, 2007, by Michael Van Hook, who is ☐ personally known to me or ☒ who produced satisfactory identification

to me (check one).

WITNESS my hand and seal in the County and State named above on this 29 day of

May, 2007.

My Commission Expires



NOTARY PUBLIC

Notary Public: Mary B. Nagler
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Edward Witte, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 813 NE 72 Street, Miami, Florida 33138.


EDWARD WITTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA