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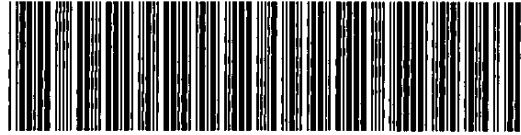
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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

8/20/07

JAMES J. KEARN, P.A.  
ATTORNEY AT LAW  
138 LIVE OAK AVENUE  
DAYTONA BEACH, FLORIDA 32114-4912  
General Practice of Law  
Board Certified in Real Estate Law In Florida

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August 15, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Attention: Filing Department  
409 East Gaines Street  
Tallahassee, Florida 32399

SUBJECT: ARTICLES OF INCORPORATION OF THE DAYTONA BEACH AREA  
ASSOCIATION OF REALTORS' FOUNDATION, Inc

Dear Sir / Madam:


Please find enclosed the following:

1. Original copy of the Articles of Incorporation of the above referenced corporation.
2. Duplicate copy of the Articles of Incorporation of the above referenced corporation.
3. Check #1181, in the amount of \$78.75 payable to the Secretary of State.

Upon acceptance and filing of the enclosed Articles, please stamp the enclosed copy as "Filed", and return the stamped copy, together with the "Certificate of Incorporation" to me at the above address.

If there are any questions or problems, please call me collect at the above number.

Very truly yours,



James J. Kearns

JJK/nkk  
Enclosures  
cc: DBAAR

**ARTICLES OF INCORPORATION OF  
THE DAYTONA BEACH AREA  
ASSOCIATION OF REALTORS' FOUNDATION, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the Daytona Beach Area Association of Realtors' Foundation, under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is "*The Daytona Beach Area Association of Realtors' Foundation, Inc.*" (herein "Corporation").

**ARTICLE II - ADDRESS**

The mailing address of this Corporation shall be 1716 Ridgewood Ave, Daytona Beach, Florida, 32117.

**ARTICLE III - DURATION AND COMMENCEMENT**

The Corporation will exist perpetually.

**ARTICLE IV - PURPOSE**

This Corporation, organization and entity is a corporation not for profit, which is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this Corporation shall be...

- A. to further the general welfare of the public through dissemination of useful and accurate knowledge and information regarding real estate, and real estate transactions;
- B. to establish a scholarship and financial assistance program for students who are in need of assistance to maintain and complete their education;
- C. to assist in the development and operation of charitable programs designed to help provide adequate housing for the needy and disadvantaged;
- D. to work with and assist other nonprofit organizations and group who are seeking to enhance the quality of life in the community.

Further, the Corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon not for profit corporations in the State of Florida.

#### **ARTICLE V - LIMITATIONS ON CORPORATE POWER**

The corporate powers of the Corporation are all as set forth in F.S. §617.0302, subject to the following restrictions and limitations:

- A. 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, except that 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 IV hereof.

- B. No 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 publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, or engage in political activities of any kind.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.
- D. The Corporation shall distribute its income for each tax year at such time and in such manner so as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.
- E. The Corporation shall not (I) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

## **ARTICLE VI - MEMBERS**

The qualification for members and the manner of their admission will be provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

## **ARTICLE VII REGISTERED AGENT**

The Corporation designated 1716 Ridgewood Ave., Holly Hill, FL, 32117, as the street address of the registered office of the Corporation and Mr. Mark Dougherty, the Corporation's registered agent at that address, to accept service of process within this state.

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The number of directors may be either increased or diminished from time to time, as provided in the Corporation's bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws.

## **ARTICLE IX - INCORPORATOR**

The name and street address of the incorporator is as follows:

Name: James J. Kearns, Attorney At Law

Address: 138 Live Oak Avenue  
Daytona Beach, FL 32114-4912

## **ARTICLE X - DISSOLUTION**

Upon winding up and dissolution of this Corporation, after paying or adequately providing

for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

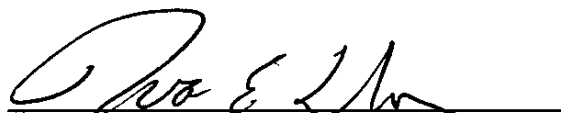
#### **ARTICLE XI - INDEMNIFICATION**

- A. The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or of any corporation not for profit of which the Corporation is a member, to the fullest extent allowed by law, for actions taken in the capacity of such person as a director or officer of the Corporation, or of any corporation not for profit of which the corporation is a member. To the fullest extent allowed by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance; (2) evidence of the expenses incurred; and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

- B. The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or of any corporation not for profit of which the Corporation is a member, to the fullest extent allowed by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or of any corporation not for profit of which the corporation is a member.
- C. The Corporation, by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advances expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

I, Mark Dougherty, do hereby accept appointment as registered agent of the Corporation.

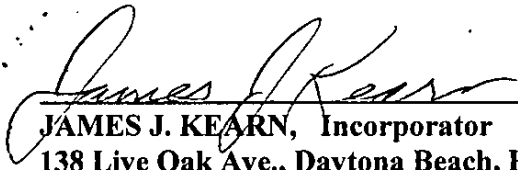
I am familiar with, and accept the obligations of that position.

  
MARK DOUGHERTY, as Registered Agent  
1716 Ridgewood Ave., Holly Hill, FL, 32117

Date: August 14, 2007

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07 AUG 17 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
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**JAMES J. KEARN, Incorporator**  
**138 Live Oak Ave., Daytona Beach, FL 32114-4912**

\_\_\_\_\_  
**Date: August 14, 2007**