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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
JACK ANDREW BAXTER, JR.

4530 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE: (954) 772-4460
FACSIMILE: (954) 771-0925

September 6, 2007

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: BUILDING BRIDGES WITH HEROES, INC., a Florida not-for-profit corporation

Gentlemen:

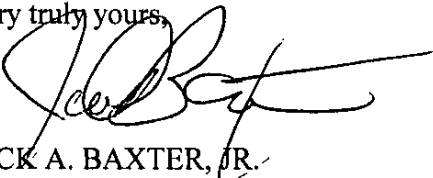
Enclosed is one original and one copy of fully executed Articles of Incorporation for Building Bridges with Heroes, Inc., a Florida not-for-profit corporation to be formed. Also enclosed is my firm's check number 1121 in the amount of \$78.75, payable to the Secretary of State, calculated as follows:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	<u>8.75</u>
	<u>\$78.75</u>

Please return the certified copy of the Articles of Incorporation to the undersigned.

If you have any questions, please contact my office.

Very truly yours,



JACK A. BAXTER, JR.

JAB/slh
Enclosures

**ARTICLES OF INCORPORATION
OF
BUILDING BRIDGES WITH HEROES, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is BUILDING BRIDGES WITH HEROES, INC.

ARTICLE II

ADDRESS

The address of the principal office of the Corporation and the Corporation's mailing address is 2307 South Cypress Bend Drive, #309, Pompano Beach, Florida 33069.

ARTICLE III

PURPOSES

A. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), such property as the Corporation may from time to time possess, including all such property as may be paid over, transferred to or conveyed to or may become vested in the Corporation.

In furtherance of such purposes, the Corporation is empowered to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a 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 laws applicable thereto.

B. No part of the net income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual (except that reimbursement for expenditures or the payment of reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes shall not be deemed to be a distribution of income or principal). No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. The Corporation shall distribute such portion of its income or capital as may be necessary at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent Federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent Federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent Federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent Federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent Federal tax laws.

H. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be delivered to charities qualifying under Code Section 501(c)(3) as selected by the Board of Directors of the Corporation.

ARTICLE IV

EXISTENCE

The term of existence of the Corporation shall be perpetual.

ARTICLE V

DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be

increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1). Directors shall thereafter be elected at the annual meeting of the Members.

The names and post office addresses of all Members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
SHERYL CHESLER	2307 South Cypress Bend Drive, #309 Pompano Beach, Florida 33069

ARTICLE VI

MEMBERS

Each Director of the Corporation shall be a Member of the Corporation. The Board of Directors may also prescribe in the By-Laws the manner in which additional Members, if any, may be admitted or deleted.

ARTICLE VII

MANAGEMENT AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors and Officers. The Corporation's Officers shall be President, Secretary and Treasurer of the Corporation, all of whom shall be elected annually by the Board of Directors.

The Officers of the Corporation who shall serve until the first election or appointment under the Articles of Incorporation are:

President, Secretary and Treasurer:	SHERYL CHESLER
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ARTICLE VIII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial Registered Agent and the address of the initial Registered Office are as follows:

<u>Name</u>	<u>Address</u>
SHERYL CHESLER	2307 South Cypress Bend Drive, #309 Pompano Beach, Florida 33069

This address shall also be the Corporation's principal office address.

ARTICLE IX

LIMITATIONS

(1) The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an

organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

(4) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE X

DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) which are qualified under Code Section 501(c)(3) (or any successor legislation) as the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members and approved at a meeting of the Members unanimously by all Members, unless all the Directors and Members consent in writing to said amendment.

ARTICLE XII
BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the first Board of Directors at their first meeting and shall thereafter be altered or rescinded at any time by the Board of Directors.

ARTICLE XIII
TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions and dependencies, but the operation of the Corporation shall not be limited to such territory.

ARTICLE XIV
INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
SHERYL CHESLER	2307 South Cypress Bend Drive, #309 Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
6th day of September, 2007.



SHERYL CHESLER
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 6th day of September, 2007, by SHERYL CHESLER, who is

- ☒ Personally known to me; or
☐ Produced Identification; Type of Identification produced _____

My Commission expires:






Notary Public Signature

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07 SEP 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BUILDING BRIDGES
WITH HEROES, INC., as made in the foregoing Articles of Incorporation.

Date: September 6, 2007



SHERYL CHESLER
Initial Registered Agent