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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-6-08
2008

Hawkins + Company
Building Blocks for Building Business

Laurie L. Hawkins
President

October 3, 2007

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

SUBJECT: Darren Daulton Foundation, Incorporated

To whom it may concern:

Enclosed please find one original and two (2) copies of the Not for Profit Articles of Incorporation for the Darren Daulton Foundation, Incorporated.

Enclosed also find a check in the amount of \$78.75 made payable to Department of State representing payment for the Filing Fee and (1) Certified Copy.

Please respond to the individual noted below. Requests for additional information should be directed to Laurie L. Hawkins at (215) 885-5355.

Thank you for your assistance.

Sincerely,


Laurie L. Hawkins

FROM: Laurie L. Hawkins
217 Parkside Lane
Glenside, PA 19038

Daytime Telephone Number: (215) 885-5355

217 Parkside Lane
Glenside, PA 19038

Office: 215-885-5355
Mobile: 267-664-2710

www.hawkinsandcompany.com

**ARTICLES OF INCORPORATION
OF
THE DARREN DAULTON FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be The Darren Daulton Foundation, Incorporated (The "Corporation")

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 3046 St. Marks Avenue, Melbourne, FL 32935.

ARTICLE III: PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of I.R.C. Section 501(c)(3). These purposes shall include, but are not limited to, supporting initiatives that enrich the lives of youth through leadership preparation and character development; supporting programs for youth that provide academic, career, athletic and physical fitness activities; and providing opportunities for youth involvement in the building of strong communities. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV: MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Chapter 617, F.S. which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE V: INITIAL DIRECTORS

The persons who are to serve as the initial directors are:

Darren A. Daulton
3046 St. Marks Avenue
Melbourne, FL 32935

Anthony Perri
3046 St. Marks Avenue
Melbourne, FL 32935

Laurie L. Hawkins
217 Parkside Lane
Glenside, PA 19038

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent for the Corporation shall be:

Anthony Perri
3046 St. Marks Avenue
Melbourne, FL 32935

ARTICLE VII: INCORPORATOR

The incorporator of the Corporation shall be:

Laurie L. Hawkins.
217 Parkside Lane
Glenside, PA 19038

ARTICLE VIII: ACTIVITIES AND RESTRICTIONS

Section 1: No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2: No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor

intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3: No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4: Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5: Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V: MEMBERS

The Corporation shall have no members.

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended at a meeting of the board of directors by a majority vote of the directors then in office, provided that no amendment shall substantially change the original purpose of the Corporation.

ARTICLE X: DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. Sections 170 (c)(2), 501(c)(3), 2055 (a)(2) and 2522 (a)(2) having purpose substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is the located.

ARTICLE XII: DIRECTOR LIABILITY

To the fullest extent permitted by Chapter 617, F.S. as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE XIII: INDEMNIFICATION

To the fullest extent permitted by Chapter 617, F.S. as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities as a party to any proceeding, by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment, or

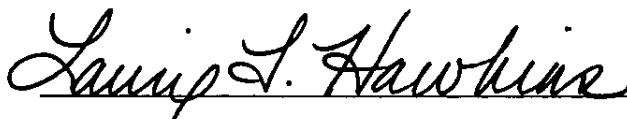
modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

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.



Signature/Registered Agent

10-10-07
Date



Signature/Incorporator

9/29/07
Date