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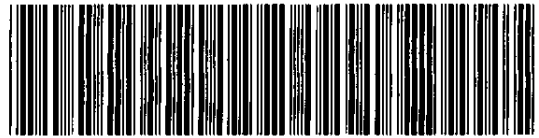
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 APR 13 P 1:14

FILED

## COVER LETTER

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

**SUBJECT:** Spare Your Pair, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: C. Steven Munz

Name (Printed or typed)

847 South Main Street

Address

Wildwood, FL 34785

City, State & Zip

352-748-4868

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**FILED**

2009 APR 13 P 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 23, 2009

C. STEVEN MUNZ  
847 SOUTH MAIN ST  
WILDWOOD, FL 34785

SUBJECT: SPARE YOUR PAIR, INC.  
Ref. Number: W09000013632

We have received your document for SPARE YOUR PAIR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

Letter Number: 309A00009783

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DEPARTMENT OF STATE  
09 APR 13 PM 2:55

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2009 APR 13 P 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF  
INCORPORATION  
OF  
SPARE YOUR PAIR, INC.,  
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, acting as incorporators of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

**NAME**

The name of the Corporation is **Spare Your Pair, Inc.** (Corporation)

**ARTICLE TWO**

**DURATION**

The Corporation shall have perpetual duration.

**ARTICLE THREE**

**PURPOSES AND POWERS**

The purposes for which the Corporation is formed are:

1. To provide an avenue and vehicle for financial and in-kind support to aid in research of Breast Cancer treatment and provide support for families affected by Breast Cancer on the local level in Florida and across the United States, also supplying shoes to the homeless and to children shelters.

2. To operate in such a manner as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private funding operations.

3. To operate as a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by these Articles of Incorporation or By-Laws, may be exercised by the Board of Directors:

A. Each of the powers conferred upon corporations not for profit by law and the statutes of the State of Florida in effect from time to time;

B. Each of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including without limitation, the power:

(1) To manage, control, operate, maintain, repair and improve property acquired by the Corporation, or any property owned by another, for which he Corporation by rule, declaration or contract has a right or duty to provide such services;

(2) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation with or in association with any corporation or other entity or agency, public or private;

(3) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firm or individual;

(4) To adopt, alter and amend, or repeal such By-Laws as may be necessary or desirable for the proper management of the affair of the Corporation; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision in these Articles of Incorporation; and,

The foregoing enumeration of purposes of and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the sub-paragraphs of this ARTICLE THREE are independent powers, not to be restricted by reference to or inference from the terms of an other sub-paragraph or provision of this ARTICLE THREE.

## **ARTICLE FOUR**

### **MEMBERSHIP**

The corporation shall have no members.

**ARTICLE FIVE**  
**BOARD OF DIRECTORS**

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of no less than five (5) nor more than seventeen (17) members in odd number increments (5-7-9-11-13-15-17), each of whom shall be elected by vote of the Board Membership at the annual meeting for a term of one (1) year. Any vacancies that might occur on the Board after the annual meeting will be filled by majority vote of the remaining Directors of the Board. A Director elected in this fashion shall serve only until the end of the term of the parting Director.

2. The initial Board of Directors, who shall serve until the first appointment or election of Directors, is as follows:

**Executive Officers:**

**Pres.** – C. Steven Munz

**Vice-Pres.** - Dwayne Manns

**Treasurer / Secretary** – Erin Munz

**Board of Directors:**

C. Steven Munz,  
847 S. Main Street  
Wildwood, FL 34785  
352-266-4270

Dwayne Manns  
9741 CR 209  
Wildwood, FL 34785  
352-748-4868

Erin Munz  
Po 281  
Oxford, FL  
34484  
352-748-4092

Hayward Johnson, Jr.  
202 Lemon Street  
Wildwood, FL 34785  
352-748-8513

Darrell Weicherz  
9610 East Gospel Island Rd.  
Inverness, FL 34450  
352-266-0179

## **ARTICLE SIX**

### **INDEMNIFICATION AND RELATED MATTERS**

1. Power to Indemnify – Third Party Actions: The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him/her with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in good faith and in a manner he/she believed to be in the best interests of the Corporation, and, with respect to any criminal action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she believed to be in the best interests of the Corporation, and, with respect to an criminal action or proceedings, had reasonable cause to believe that his/her conduct was unlawful.

2. Power to Indemnify – Action Brought in the Right of the Corporation: The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is a Director, Officer, employee or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him/her with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in good faith and in a manner he/she believed to be in the best interests of the Corporation, and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

3. Right to Indemnification: To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 and 2 of this ARTICLE, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

4. Determination of Entitlement to Indemnification: Any indemnification under Paragraphs 1 and 2 of this ARTICLE, unless ordered by a Court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in circumstances because he/she has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this ARTICLE. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit

or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so direct by independent legal counsel in a written opinion, or, (3) by the Members of the Corporation.

5. Advancement of Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Paragraph 4 of this ARTICLE upon receipt of any undertaking by or in behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined he/she is entitled to be indemnified by the Corporation as authorized in this ARTICLE.

6. Saving Clause: The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of the Members of the Corporation or disinterested Directors or otherwise, both as to the action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person which has ceased to be a Director, Officer, employee or agent, and shall incur to the benefit of the heirs, executors and administrators of such a person.

7. Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this ARTICLE.

## **ARTICLE SEVEN**

### **OPERATION & DISSOLUTION**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 II hereof.

2. Notwithstanding any other of the Internal Revenue Code of 1954 (or the corresponding provision of any future United 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) States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

4. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an



exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any asset not so disposed of shall be disposed of in such manner as approved by order of the Circuit Court of the county in which the principal office is located, upon petition therefore by the Board of Trustees, and after the publication of such notice as the Court may direct.

## **ARTICLE EIGHT**

### **AMENDMENTS**

1. These ARTICLES may be amended as provided for by Section 617.017, Florida Statutes, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

2. The By-Laws of the Corporation may be made, altered or rescinded by the Members of the Corporation at any regular or special meeting duly called for the purpose, by affirmative vote of a majority vote of all Members of the Corporation (Association) in attendance, in person or by proxy, entitled to vote. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by the Internal Revenue Code of 1986, as amended from time to time, or Florida Law may not be amended, repealed or altered except as provided by the Code or applicable Law.

## **ARTICLE NINE**

### **REGISTERED AGENT AND OFFICE**

The initial registered office of the Corporation is 847 South Main Street, Wildwood, FL 34785 and the initial Registered Agent is C. Steven Munz.

## **ARTICLE TEN**

### **INCORPORATION**

The name and the address of the Incorporators of the Corporation are as follows:


C. Steven Munz, 847 South Main Street, Wildwood, FL 34785.

**ARTICLE ELEVEN**

**PRINCIPAL OFFICE**

The Corporation's original principal office is located at 847 South Main Street, Wildwood, FL 34785; and the Corporation's mailing address is 847 South Main Street, Wildwood, FL 34785.

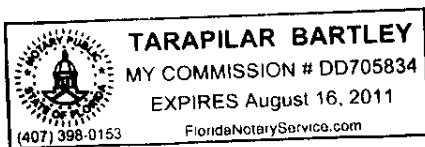
Executed this 12 day of MARCH, 2009.


  
C. Steven Munz,

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared C. Steven Munz, to me well known to be the persons described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State above named this  
12th day of MARCH, 2009.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
PRINT NAME: Tarapilar Bartley  
MY COMMISSION EXPIRES: 8/16/11

STATE OF FLORIDA  
COUNTY OF Marion

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared C. Steven Munz, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that he subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State above named this 12th day of March, 2009.



Tarapilar Bartley  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
PRINT NAME: Tarapilar Bartley  
MY COMMISSION EXPIRES: 8/16/11

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

FIRST - THAT **SPARE YOUR PAIR, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS AT 847 SOUTH MAIN STREET, WILDWOOD, FL 34785, HAS NAMED C. STEVEN MUNZ, LOCATED AT ~~12834 COUNTY ROAD~~ 847 S. Main Street, Wildwood ~~101, OXFORD, FL 34484~~ FL 34785, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. (SPB)

C. Steven Munz  
C. Steven Munz

TITLE: REGISTERED AGENT  
DATED: 12 MARCH 09

HAVING BEEN NAMED A REGISTERED AGENT FOR THE ABOVE-  
STATED CORPORATION, I HEREBY CERTIFY THAT I AM FAMILIAR WITH  
THE DUTIES AND RESPONSIBILITIES OF THE REGISTERED AGENT; AND I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

C. Steven Munz  
C. Steven Munz

DATE: 12 MARCH 09

**FILED**  
2009 APR 13 P 1:14  
8  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA