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09 JUN 19 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

VH

KOPELOUSOS & BRADLEY, P.A.

ATTORNEYS AT LAW

1279 KINGSLEY AVENUE - SUITE 118

ORANGE PARK, FLORIDA 32073

MAILING ADDRESS: P.O. BOX 562

ORANGE PARK, FLORIDA 32067-0562

TELEPHONE: (904) 269-1111
FACSIMILE: (904) 269-1115

JOHN KOPELOUSOS
ROB BRADLEY
STACIE R. DRAWDY
GORDON O. JESPERSON

June 16, 2009

Secretary of State
Corporate Division
400 S. Monroe St. #P12
Tallahassee, Florida 32399

Dear Secretary of State:

Enclosed please find the Article of Incorporation of Onieda, Inc and a check in the amount of \$78.75. Please file and return a certified copy to me.

Thank you for your assistance in this matter.

Very truly yours,



John Kopelousos

Enclosure: as stated

RECEIVED
09 JUN 19 AM 11:20
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OF
ONIEDA, INC.
(A Non-Profit Corporation)**

The undersigned hereby associate themselves to form a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

Article 1. Name and Address: The name of the corporation is Oneida, Inc. located at 120 West Sixth Ave., Windermere, Fl. 34786.

Article 2. Purposes, Limitations and Dissolutions:

2.1 Purposes: The corporation is organized exclusively for charitable and educational purposes, including, for such purposes the making of distributions to and for the benefit of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and not for pecuniary profit.

2.2 Limitations and Actions: 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 Section 2.1 of this Article. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United 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).

2.3 Dissolution: Upon the dissolution of the corporation, the Directors 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 if it shall then be in existence and shall at the time be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which are then so qualified as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or

organizations which are organized and operated exclusively for such purposes as the Court shall determine.

Article 3. Powers. Subject to the restrictions and limitations set forth in Article 2 the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the state of Florida, and to make donations for the public welfare and for charitable and educational purposes.

Article 4. Membership:

4.1 Qualifications: The members of the corporation shall be those persons 18 years of age, or older who are members of Dr. P. Phillips YMCA Family Center, Parent Child Wilderness Program, formerly known as Parent Child Indian Program and whose child is a member of the ONIEDA TRIBE and, from time to time, shall be members of the Board of Directors of the Corporation in accordance with the terms and provisions of Article 8 of the Articles of Incorporation. The original subscribers to these Articles of Incorporation shall be the initial members of the corporation. However, the Board of Directors by a majority vote at any meeting may confer lifetime honorary, voting or non-voting memberships to persons who, in the judgment of the Board, have demonstrated an extraordinary interest in the work of the Corporation.

4.2 Termination: The membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Directors of the Corporation.

Article 5. Term of Existence: This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

Article 6. Subscribers: The name and residence of each subscriber to these Articles of Incorporation are as follows:

Article 7. Officers:

7.1 Number: The officers of the corporation are Board of Directors, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

7.2 Manner of Election: The officers of the corporation shall be elected annually by a majority vote of the Board of Directors in the month of May of every year, and shall serve for a one year term, from June 1 until May 31. Officers may be removed by a majority vote of the Board of Directors, in their sole discretion.

7.3 Names of First Officers: The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

President –John Kopelousos
Vice President-Reid Grey
Secretary-Ben Lee
Treasurer– Richard Kohn

Article 8. Board of Directors: The Affairs of the corporation shall be managed by a Board of Directors consisting of not less than three nor more than 7 persons. The initial Board of Directors shall be John Kopelousos, Reid Grey, Ben Lee and Richard Kohn. The initial board shall serve through May 2010, and the board shall be elected annually thereafter to serve for a one (1) year term, from June 1 through May 31 of each year thereafter.

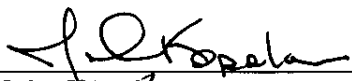
Article 9. Stocks and Dividends Prohibited. The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or trustees, and the private property of its members shall not be liable for any obligation of the corporation.

Article 10. Bylaws: The Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors.

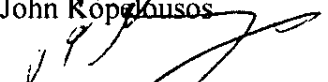
Article 11. Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the Board of Directors.

Article 12. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 120 West Sixth Ave. Suiter A, Windermere, Fl. 34786. John Kopelousos is the name of its initial Registered Agent at that address.

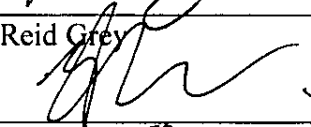
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of MAY 2009.



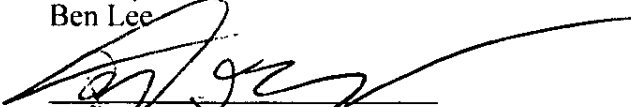
John Kopelousos



Reid Grey



Ben Lee



Richard Kohn

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared, John Kopelousos, Reid Grey, Ben Lee and Richard Kohn, ✓to me personally known or who presented _____ as identification and known before me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of May, 2009.

Pamela J. Brame
NOTARY PUBLIC

State of Florida at Large
My Commission Expires:



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

PURSUANT to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

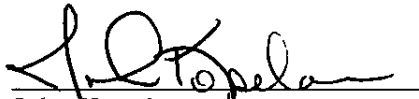
ONEIDA, INC. its principal office as indicated in the Articles of Incorporation at 120 West Sixth Ave. Suite A, Windermere, Fl. 34876, has named:

JOHN KOPELOUSOS
ONIEDA INC.
120 West Sixth Ave. Suite A
Windermere, Fl. 34786

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


John Kopelousos

APPROVED
AND
FILED
09 JUN 19 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA