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FLORIDA PROFIT/NON PROFIT CORPORATION

Heiss Association, Inc.

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ARTICLES OF INCORPORATION

OF

**HEIS Association, Inc.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida under and in accordance with the provisions of Chapter 617 of the Florida Statutes.

ARTICLE 1

NAME

The name of this corporation is:

HEIS Association, Inc.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

81 N. Deerfield Avenue Suite 3
Deerfield Beach, FL 33441

ARTICLE 3

PURPOSES

A. The corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to advance and support higher business standards, better business methods and uniformity and cooperation to obtain and promote the business interests of companies or individuals. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

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B. 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 the purpose clause hereof. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(6), of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(6) To contract with for profit or other not-for profit entities and individuals in order to accomplish its mission and goals; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

D. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (6) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or 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 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE 5

DIRECTORS

All Directors of the Corporation shall be elected as provided in the Bylaws; provided that this Corporation shall have at least three (3) directors, who shall be appointed at the initial meeting of the corporation in accordance with the bylaws. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The Directors shall have the sole voting power. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Dr. Anthony Davis	81 N. Deerfield Avenue Suite 3 Deerfield Beach, FL 33441
Ms. Margaret Davis	81 N. Deerfield Avenue Suite 3 Deerfield Beach, FL 33441
Mr. Mathes Guice	8611 NW 5 th Court Tamarac, FL 33321

ARTICLE 6

REGISTERED AGENT

The name and address of the registered agent of the corporation is:

<u>Name</u>	<u>Address</u>
Lynn C. Washington	3301 NE 1 st Ave, Suite M-501 Miami, Florida 33137

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Dr. Anthony Davis	81 N. Deerfield Avenue Suite 3 Deerfield Beach, FL 33441

Executed at Miami, Florida, this 6th day of November, 2009.

Incorporator:



Name: Dr. Anthony Davis

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **HEISS Association, Inc.** a Florida not-for-profit corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023.

Date: November 6, 2009



Lynn C. Washington

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