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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
12/9

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December 2, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Joe's Club Titusville, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Joe's Club Titusville, Inc., together with a check for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

Once the Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,

A handwritten signature in black ink, appearing to be "JEB", enclosed within a large, loopy oval shape.

JOEL E. BOYD

JEB/lar
Enclosures

**ARTICLES OF INCORPORATION
OF
JOE'S CLUB TITUSVILLE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME OF CORPORATION

The name of this Corporation shall be **JOE'S CLUB TITUSVILLE, INC.** (herein referred to as the "Corporation").

ARTICLE II – TERM OF EXISTENCE

The term of this Corporation shall be perpetual commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE III – ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the registered office of the Corporation is:

4676 N. Wickham Road
Melbourne, Florida 32935

The principal business and mailing addresses shall be the same.

The registered agent at that address is:

Chris Stagman

ARTICLE IV – PURPOSES AND POWERS OF CORPORATION

1. This Corporation is organized as a not-for-profit corporation exclusively for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to support, encourage, and provide financial assistance to Brevard Alzheimer's Foundation, Inc., an exempt organization under Section 501(a) of the Code, and its affiliates in all relevant ways, including but not limited to:

a) To provide funds for the buildings, facilities and equipment of Brevard Alzheimer's Foundation, Inc., and such other affiliates of Brevard Alzheimer's Foundation, Inc., that qualify as tax exempt organizations.

b) To own and hold title to, invest and manage such real and personal property, tangible or intangible, as is contributed to the Corporation and to distribute the principal and income therefrom for the purposes referred to herein.

2. Notwithstanding anything to the contrary stated elsewhere in these Articles of Incorporation or the Bylaws of the Corporation:

a) No part of the net earnings of this 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 above.

b) This Corporation shall not engage in any unlawful activity within the State of Florida or elsewhere to further the purposes set forth and as authorized by Chapter 617 of the Florida Statutes.

c) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501 (h) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Revenue Statute) 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.

d) This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code or by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code or the corresponding section of any future tax code.

e) The Corporation shall not conduct or carry on any of the activities prohibited by Florida Statutes §617.0835.

ARTICLE V – MEMBER

1. The sole member of the Corporation shall be Brevard Alzheimer's Foundation, Inc., a Florida not-for-profit corporation, (herein referred to as the "Sole Member"). The Sole Member shall act by majority vote of the Board of Directors of the Sole Member.

The Sole Member of the Corporation, in addition to its powers set forth in the Bylaws, expressly reserves the power to be exerted by it in its sole discretion:

a) to select or replace and to remove at any time, with or without cause, the Directors of this Corporation;

b) to amend the Articles of Incorporation of the Corporation; and

c) to adopt, amend, change, alter and delete the Bylaws of the Corporation.

2. Membership is non-transferrable.

3. No member, nor the Corporation, acquires any right, property or otherwise upon membership or the termination thereof, except as may be provided in the Bylaws.

ARTICLE VI – DIRECTORS

1. The affairs of this Corporation shall be managed by a Board of Directors (herein referred to as the “Board”) consisting of not less than three (3) nor more than twenty (20) members as set forth in the Bylaws, who shall be elected by the Sole Member in the manner and for the terms prescribed in the Bylaws of this Corporation and shall hold office until their respective successors are duly elected appointed and qualified.

2. The names and addresses of the initial members of the Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Johnson	21 Suntree Place, Suite 100 Melbourne, FL 32940
Dr. Bruce Nigro	Barefoot Bay Podiatry 8000 Ron Beatty Blvd, Suite A-3 Micco, FL 32976
Ruth Battle-Hall	474 Krefeld Road NW Palm Bay, FL 32907
Floyd H. Trogdon	1596 Pioneer Drive Melbourne, FL 32940
Edward M. Fleis, P.E.	408 Pentland Drive Melbourne, FL 32937

Chris Stagman

5421 Bridge Road
Cocoa, FL 32927

3. At each annual meeting of the Sole Member, Directors shall be elected to hold office for the next year.

4. The Board of Directors may not without the approval of the Sole Member of the Corporation:

a) Adopt or permit the adoption of a plan of dissolution of the Corporation.

b) Authorize or permit the Corporation to engage in or enter into any transaction providing for the disposition of all or substantially all of its assets.

c) Adopt or permit the adoption of a plan of merger or consolidation of the Corporation with any other corporation or Corporation.

d) Change, alter, amend, substitute or delete any provision in these Articles of Incorporation or Bylaws.

ARTICLE VII – BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Sole Member of the Corporation. Written notice of the adoption, alteration, amendment or repeal of the Bylaws shall be given to the members of the Board of Directors ten (10) days prior to the meeting at which such adoption, alteration, amendment or repeal shall be considered.

ARTICLE VIII– AMENDMENTS

These Articles of Incorporation shall be amended only by the Sole Member of the Corporation.

ARTICLES IX– 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 the liabilities of the Corporation, dispose of all the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to Brevard Alzheimer's Foundation, Inc., provided that Brevard Alzheimer's Foundation, Inc. shall at that time be a tax exempt organization qualified as such under the then existing United States Internal Revenue

Code and regulations thereunder. In the event that Brevard Alzheimer's Foundation, Inc., is not in existence at such time or does not at such time qualify as an exempt organization under Section 501 (c) (3) of the Code or in the event it will not accept such assets, then the Sole Member (as defined below) shall distribute such assets to a charitable organization which is exempt under the provisions of Section 501 (c) (3) or the corresponding provisions of any future tax code of the Internal Revenue Code and Regulations thereunder as such now or hereafter exist; provided however that none of the net assets of the Corporation shall be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual.

ARTICLE X – INCORPORATOR

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

Name
Chris Stagman

Address
5421 Bridge Road
Cocoa, FL 32927

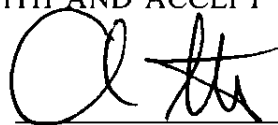
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 20th day of November, 2009.


CHRIS STAGMAN

FILED
09 DEC -8 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CHRIS STAGMAN
REGISTERED AGENT

11-20-09
DATE