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TALLAHASSEE, FLORIDA

J. Shivers FEB 17 2010

The Law Offices of Van Kirk McCombs, II

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Admitted to the Bar in

FL, GA, AL, MS, CO

February 12, 2010

Secretary of State
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

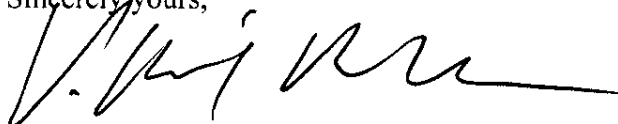
Re: Team Resistance, Inc., a 501(c)(3) non-profit corporation

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for Team Resistance, Inc., a non-profit corporation organized pursuant to the provisions of IRS Code 501 (c)(3). Also find enclosed our check for \$78.75 (for the filing fee, Registered Agent designation, and a certified copy of the filing).

Please do not hesitate to contact me at the above address if you need additional information.

Sincerely yours,



Van Kirk McCombs, II
Registered Agent for Team Resistance, Inc.

Enc.

cc: Todd Lovelace (w/o enc.)

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ARTICLES OF INCORPORATION

In Compliance with Florida Statute §617 (Not for Profit Corporation)

ARTICLE I NAME

The name of the corporation shall be: **TEAM RESISTANCE, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3751 Via de la Reina, Jacksonville Florida 32217.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The educational and scientific purposes for which said corporation is organized include, but are not limited to, the following:

- A. To establish an organization to inspire local students in Duval County, Florida, to embrace applied math, science, and technology whose long term goal is to ensure a future pool of industrially savvy design and manufacturing engineers and professionals;
- B. To administer the organization created by the corporation by ensuring that there are in place mechanisms for accepting charitable donations which will be utilized for the purpose of teaching, mentoring, and inspiring these local students;
- C. To administer the organization created by the corporation by ensuring that there are in place mechanisms for the disbursement of the monies to pay for expenses incurred in activities conducted for the purpose of teaching, mentoring, and inspiring these local students;
- D. To encourage all youth who participate in **TEAM RESISTANCE INC.**'s activities to further their education beyond high school by providing inspiration and mentoring.

ARTICLE IV NET EARNINGS OF CORPORATION

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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 Third hereof. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VI MANNER OF ELECTION

The manner in which the directors are elected or appointed: Directors of Team Resistance, Inc. shall be elected by majority vote at an annual meeting to be held at Team Resistance Headquarters (3751 Via de la Reina, Jacksonville FL 32217) on the first Saturday of January beginning in January, 2010.

ARTICLE VII INITIAL DIRECTORS/OFFICERS

The names and addresses:

1. James T. Lovelace, President
3751 Via de la Reina
Jacksonville, Florida 32217
2. David G. Vogel, Vice-President
10476 Anchorage Cove Lane
Jacksonville, Florida 32257
3. Lisa B. Lovelace, Secretary/Treasurer
3751 Via de la Reina
Jacksonville, Florida 32217

ARTICLE VIII INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:


Van Kirk McCombs, II, Esquire
11555 Central Pkwy, Suite 1002
Jacksonville, Florida 32224

ARTICLE IX INCORPORATOR

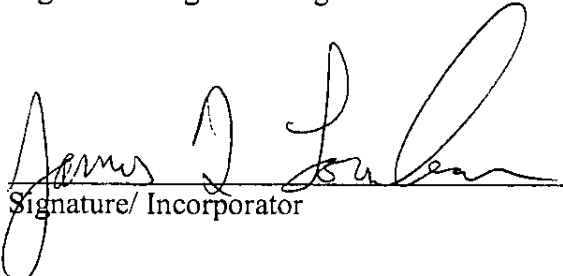
The name and address of the incorporator is:

James T. Lovelace, President
3751 Via de la Reina
Jacksonville, Florida 32217

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

2-4-2010
Date


Signature/ Incorporator

2-3-10
Date

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