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FLORIDA PROFIT/NON PROFIT CORPORATION
Tampa Bay Defense Alliance, Inc.

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**ARTICLES OF INCORPORATION
OF
TAMPA BAY DEFENSE ALLIANCE, INC.**

A Florida Not For Profit Corporation

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I.
Corporation Name**

EFFECTIVE DATE 1-7-12

The name of this corporation is **Tampa Bay Defense Alliance, Inc.**

**ARTICLE II.
Term of Existence**

The period of the duration of the existence of this corporation will be perpetual and shall commence effective January 7, 2012, pursuant to Section 617.0203(1), Florida Statutes.

**ARTICLE III.
Purposes and Restrictions**

(a) This corporation is organized and operated for purposes consistent with the requirements of Chapter 617, Florida Statutes (sometimes referred to as the "Florida Not For Profit Act").

(b) The purposes of the corporation and restrictions on its operations are as follows:

(i) This corporation is organized and operated for religious purposes consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), hereinafter the "Code", and for such other educational, charitable, and humanitarian purposes as are consistent with its maintaining qualification as an exempt organization under said section 501(c)(3).

(ii) The corporation shall restrict its operations to the promotion of religious, educational, charitable, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(iii) 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 herein.

(iv) The corporation shall not engage in any acts of self dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code, make any taxable expenditures as defined in Section 4945(d) of the Code, or otherwise violate any of the provisions of Section 617.0835, Florida Statutes, as amended.

(v) To do any and all things and exercise any and all powers, rights, and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of Section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(vi) The provisions of this Article III setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

(c) 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 herein.

ARTICLE IV.

Non Stock Corporation

This corporation is organized on a non stock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V.

Principal Office and Registered Agent

The principal office and mailing address of the corporation shall be 13623 N. Florida Avenue, Tampa Florida 33613. The Registered Agent shall be John R. Schueler, 506 Royal Palm Way, Tampa, Florida 33609.

ARTICLE VI.

Directors

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The directors will be elected in accordance with the provisions of the Bylaws. The number of directors may be

increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors.

ARTICLE VII.
Incorporator

The name and street address of the incorporator of this corporation is Andrew McIntosh, Esquire, Fowler White Boggs P.A., 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

ARTICLE VIII.
Membership

This Corporation shall have no members.

ARTICLE IX.
Distribution of Assets Upon Dissolution.

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE X.
Amendment

These Articles may be amended in the manner provided by law; provided, however, any such amount shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XI.
**Indemnification of Directors
and Officers and Limitation on Liability**

This corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

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ARTICLE XII.

Bylaws

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Tampa, Florida, for the uses and purposes aforesaid, this 6th day of January, 2012.



Andrew L. McIntosh, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
TAMPA BAY DEFENSE ALLIANCE, INC.**

Pursuant to Sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Tampa Bay Defense Alliance, Inc., a not for profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation; and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 506 Royal Palm Way, Tampa, Florida 33609.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in Tampa, Florida, on this 6th day of January, 2012.

By 
John R. Schueler
its Authorized Representative