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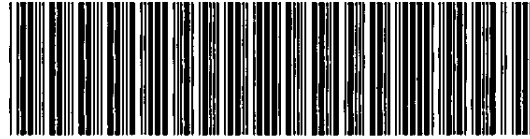
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TAMPA  
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ROBERT B. BENNETT  
WARREN K. SPONSLER \*  
GWEN G. JACOBS  
DAVID W. ADAMS +

\* ALSO ADMITTED IN GEORGIA  
+ BOARD CERTIFIED IN LABOR  
AND EMPLOYMENT LAW

KERRY J. ANDERSON  
JOHN F. WENDEL  
OF COUNSEL

JAN S. STOUT  
ADMINISTRATOR

KAREN E. FERGUSON  
KATHERINE M. GAVAGAN  
ZACHARY J. GLASER  
KEVIN M. HAMMER  
DAVID A. HAYES  
VANESSA J. JOHNSON  
JANELLE G. KOREN  
WILLIAM F. MCFETRIDGE \*  
JUSTIN N. SHINDORE

August 23, 2012

**Via FedEx**

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

RE: SMOKE N GUNS, INC.  
SBJA File No.: 2012-11347

Ladies and Gentlemen:

Enclosed please find the following documents:


1. **Original** and one (1) copy of the Articles of Incorporation of Smoke N Guns, Inc., and
2. A check for \$78.75 payable to "Division of Corporations" for filing fee and a certified copy.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
SPONSLER, BENNETT, JACOBS &  
ADAMS, P.A.



John F. Wendel

JFW:jad/AC032A0CEAC46731  
enclosures

cc: Ronald W. Case, M.D. (w/enclosures)  
L. J. Kremer (w/enclosures)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813.272.1400 • FAX: 866.644.4703  
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WWW.SPONSLERBENNETT.COM

**ARTICLES OF INCORPORATION  
OF  
SMOKE N GUNS, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is **SMOKE N GUNS, INC.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on September 1, 2012.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE IV.  
PURPOSES**

The corporation is not organized for profit, but is organized and shall operate exclusively for the promotion of social welfare in and throughout the United States of America. The net earnings of the corporation shall be devoted exclusively to charitable, educational, or recreational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall include the following:

a. To raise monies for the purpose of funding exempt organizations selected by the Board of Directors and which have been determined to be exempt from taxation in accordance with and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code, and which have among their purposes the aiding and benefitting of active duty members and veterans of the Armed Forces of the United States of America and their families;

b. To defend and protect the Constitution of the United States of America, and, specifically, the Second Amendment thereto;

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c. To preserve the rights and opportunities of those who choose to smoke cigars and to partake in the exercise of such activity without undue governmental influence or excessive taxation;

d. To engage in such other acts and activities as may be permitted to a corporation that is exempt from taxation in accordance with and pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code; and

e. To refrain from engaging in any act or activity that is prohibited to a corporation that is exempt from taxation in accordance with and pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code.

f. Nothing in these Articles of Incorporation is intended to authorize or permit any act or activity by the corporation that is prohibited to a corporation that is exempt from taxation in accordance with and pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code, and these Articles of Incorporation shall be construed accordingly.

#### **ARTICLE V. MEMBERS**

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy or provision whatsoever in the Articles of Incorporation, the Bylaws, or any governing instrument providing for any form of discrimination against any person based on race, color, or religion. Membership in the corporation shall be open and shall not be restricted to a limited or select group of individuals, businesses, or entities

#### **ARTICLE VI. BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. Directors shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation, and the method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or

decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

## **ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

a. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

b. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code;

c. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

d. The corporation is not organized for profit making purposes and, further, the corporation shall not be operated for profit making purposes; and

e. Membership in the corporation shall be open and shall not be restricted to a limited or select group of individuals, businesses, or entities.

**ARTICLE IX.  
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer or any former director or former officer to the extent permitted by law.

**ARTICLE X.  
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 24<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **SMOKE N GUNS, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 24<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

GASMOKE N GUNS, INC. - General Corporate FileArticles of Incorporation (c)(4)120821.doc

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