

2/1/2013 2:54:53 PM Bush

ROSS, P.A.

(813)

223-9620

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Division of Corporations

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
OUR HEROES FOUNDATION INC.

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1801 North Highland Avenue
Tampa, Florida 33602
(813) 224-9255 - phone
(813) 223-9620 - fax
www.bushross.com

BUSH ROSS, P.A.
ATTORNEYS AT LAW

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To: Division of Corporations

From: Sandy Cruz

Fax: (850) 617-6381

Pages: 5

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Re: Art of Inc.(for filing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OUR HEROES FOUNDATION, INC.
(a Florida not-for-profit corporation)

The undersigned, desiring to form a not-for-profit corporation in accordance with the provisions of Chapter 617, Florida Statutes, hereby certifies:

Article I

Name

The name of the corporation shall be OUR HEROES FOUNDATION, INC. (the "Corporation").

Article II

Principal Office

The street and mailing address for the principal office of the Corporation is 400 North Ashley Drive, Suite 2800, Tampa, FL 33602.

Article III

Purpose

The 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 any corresponding section of any future federal tax code (the "Code"). To carry out this objective, the Corporation is authorized to carry out the following activities:

- a. to recognize the contributions and services provided to the Greater Tampa Bay community by our first responders, including the members of our law enforcement and fire and rescue agencies;
- b. to provide educational scholarships to the members of the families of our first responders;
and
- c. to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and Section 509(a)(1) of the Code.

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Article IV

Directors

The Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected and qualified, are:

John Sykes
Post Office Box 23207
Tampa, FL 33623

Cindy Roberts
400 North Ashley Drive
Suite 2800
Tampa, FL 33602

Russell Spicola
116 South 34th Street
Tampa, FL 33605

Article V

Officers

The sole initial officer of the Corporation is Andrea Thomas, who will hold the office of Executive Director. Ms. Thomas' business address is 400 North Ashley Drive, Suite 2800, Tampa, FL 33602. All officers of the Corporation shall be elected from time to time, and each such officer shall hold office until his or her successor is elected and qualified, all as set forth in the Corporation's Bylaws.

Article VI

Registered Agent

The name of the Corporation's registered agent is Bush Ross Registered Agent Services, LLC and the street address of the Corporation's registered office is 1801 North Highland Avenue, Tampa, Florida 33602.

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Article VII

Incorporator

The name and address of the incorporator of this Corporation is John Giordano, whose address is 1801 N. Highland Avenue, Tampa, Florida 33602.

Article VIII

Limitations on Distributions and Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, directors 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 III. 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 IX

Dissolution

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 such court shall determine, which are organized and operated exclusively for such purposes.

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Article XIndemnification of Officers and Directors

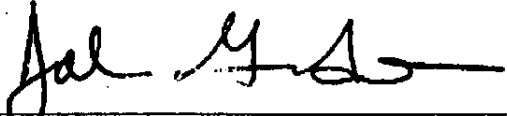
The Corporation shall defend, indemnify and hold harmless every director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

Having been named as registered agent to accept service of process for the above named 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.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC


By John Giordano, Vice President
Dated: February 1, 2013

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Fla. Stat. §817.155


John Giordano, Incorporator
Dated: February 1, 2013