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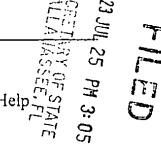
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FLORIDA PROFIT/NON PROFIT CORPORATION FUTURE FOCUS, INC.

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ARTICLES OF INCORPORATION OF FUTURE FOCUS, INC.

The undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the <u>Florida Statutes</u>, states as follows:

ARTICLE I. NAME AND ADDRESS

The name of the corporation is FUTURE FOCUS, INC., a Florida not-for-profit corporation, hereinafter referred to as the "Corporation". The street address of the initial principal office of the Corporation is 13409 3RD Avenue NE, Bradenton, Fl. 34212, which is also the mailing address for the Corporation.

ARTICLE II. PURPOSE

The Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes which benefit students attending public school in Florida. Such purposes shall include, without limitation, offering students the opportunity to earn scholarships by meeting certain criteria established by the Corporation to give the students an incentive to avoid behavior which might limit their future educational or employment opportunities, and engaging in other charitable, scientific, and educational activities that support the forgoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law. Notwithstanding the foregoing, the purpose or purposes for which this Corporation is organized are limited to those which will qualify the Corporation an exempt organization under 26 U.S.C. Section 501(c)(3).

ARTICLE III. POWERS

The Corporation shall have the following powers which shall be exercised salely for the purposes set forth in Article II above:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations, including those set forth in Section 617.0302 of the Florida Statutes, specifically including the power to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, re-invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate, or otherwise dispose of the property and the income, principal, and proceeds of the property for the purposes set forth in Article II above.
- B. To engage in any other lawful activity for which non-profit corporations may be incorporated under the Florida Not For Profit Corporation Act, solely in furtherance of the purposes set forth in Article II above.
- C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE IV. LIMITATIONS OF ACTIVITIES

No part of the income or profits of the Corporation shall inure directly or indirectly to the benefit of, or be distributable to, any director or officer of the Corporation; provided, however, the Corporation may pay compensation in a reasonable amount for services rendered, and may make payments and distributions in furtherance of its purposes:

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

The existence of the Corporation shall commence upon filling these Articles of Incorporation with the Florida Department of State and shall continue perpetually, unless dissolved according to law.

ARTICLE VI. MEMBERS

The Corporation shall not have members and shall not Issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by a Board of Directors.

Section 2. This Corporation shall initially have three (3) directors. The names and addresses of the initial directors are as follows:

Richard E. Greene 13409 3rd Avenue NE Bradenton, FI 34212

Scherry Cox 13409 3rd Avenue NE Bradenton, Fl. 34212

Kevin Ayala 9304 Firethorn Pl Lakewood Ranch, Fl. 34202

Section 3. The number of directors may be increased or decreased from time to time by the Board of Directors pursuant to the Bylaws for the Corporation. However, the Corporation shall never have less than three (3) directors.

Section 4. The initial directors set forth in Section 1 above shall serve until their death, resignation, removal from office, or disqualification from service. Thereafter, each director shall be elected by majority vote of the remaining directors in the manner and at the time set forth in the Bylaws. Any director may be removed by the affirmative vote of a majority of the remaining directors.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall be a President, a Vice President (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The initial officers shall be elected at the Organizational Meeting of the directors. Officers shall thereafter be elected at each annual meeting of the Board of Directors as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

Section 3. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE IX. TAX EXEMPT STATUS

It is the intent that the Corporation shall be exempt from Federal Income Taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code. These Articles will be construed accordingly, and all powers activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of

the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding section of any future Federal Tax Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future Federal Tax Code.

ARTICLE X, INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation will indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to the indemnification set forth in Section 617.0831 of the <u>Florida Statutes</u>. Further, it is intended that the officers and directors of the Corporation shall be immune from civil liability to the extent provided in Section 617.0834 of the <u>Florida Statutes</u>, and any other similar laws.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended at any time by a majority vote of the directors.

ARTICLE XII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 410.43th Street

West, Suite N. Bradenton, Fl. 34209, and the name of the initial registered agent of this

Corporation located at that address is Robert W. Hendrickson, III, Esq.

ARTICLE XIII BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at its Organizational Meeting. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be exercised by the Board in accordance with the provisions of the Bylaws.

ARTICLE XIV. DISSOLUTION

On the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. As used herein, a "qualified organization" shall mean an organization with tax exempt status pursuant to Section 501(c)(3) of the Code.

ARTICLE XV. INCORPORATOR

The name and address of the incorporator is Richard E. Greene, 13409 3rd Avenue NE, Bradenton, Fl. 34212.

ACCEPTANCE:

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.

Robert W. Hendrickson, III

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