

TRICKEL, LEIGH & MANN, P.A.

WILLIAM TRICKEL, JR.
RICHARD A. LEIGH
KENNETH L. MANN

ATTORNEYS AT LAW
110 WEST PINE STREET
ORLANDO, FLORIDA 32801-2005
FAX (407) 640-2100
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OF COUNSEL
METZGER SONNEDORN & RUTTEN, P.A.
ATTORNEYS AT LAW
BARRISTERS BUILDING, SUITE 300
1015 SUMMIT PLACE, P.O. Box 924400
JACKSONVILLE, FL 32202-4400

STEPHEN H. PUGH
OF COUNSEL
JAMES M. NASH, JR.

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****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of COUNTERATTACK-BREVARD, INC.

Gentlemen:

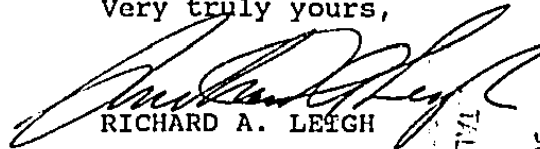
I enclose herewith an original and one copy of the Articles of Incorporation for COUNTERATTACK-BREVARD, INC., together with our check in the amount of \$122.50 to cover the following:

- | | |
|--|-----------------|
| 1. Filing Articles of Incorporation | \$35.00 |
| 2. Certified copy of Articles of Incorporation | 52.50 |
| 3. Registered Agent Fee | 35.00 |
| | <u>\$122.50</u> |

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


RICHARD A. LEIGH

RAL:lgm

Enclosures

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TALLAHASSEE, FLORIDA



1095-105



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1995

RICHARD A. LEIGH, ESQ.
TRICKEL LEIGH & MANN, P.A.
39 WEST PINE STREET
ORLANDO, FL 32801-2695

SUBJECT: COUNTERATTACK-BREVARD, INC.
Ref. Number: W95000000103

We have received your document for COUNTERATTACK-BREVARD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 295A00000277

TRICKEL, LEIGH & MANN, P.A.

WILLIAM TRICKEL, JR.
RICHARD A. LEIGH
KENNETH L. MANN
STEPHEN H. PRICE

OF COUNSEL
JAMES A. McNABB, JR.

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OF COUNSEL
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ATTORNEYS AT LAW
HARRISTON BUILDING, SUITE 800
1615 FORUM PLACE - P.O. BOX 024400
WEST PALM BEACH, FL 33402-4400

January 6, 1995

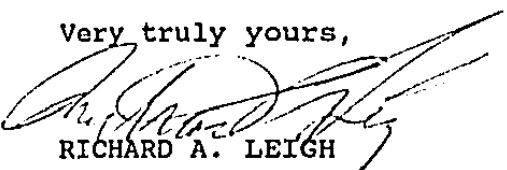
Loria Poole, Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Counterattack-Brevard, Inc.
Ref. Number: W95000000103

Dear Ms. Poole:

In accordance with your Letter Number 295A00000277, we have corrected Article 7 of the Articles of Incorporation, Principal Office and Registered Agent, and are returning same together with a copy of your letter.

Very truly yours,


RICHARD A. LEIGH

RAL:lgm

Enclosure

**ARTICLES OF INCORPORATION
OF
COUNTERATTACK-BREVARD, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is: COUNTERATTACK-BREVARD, INC.

ARTICLE 2

NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration of the Corporation is perpetual.

ARTICLE 4

PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To develop, market and sponsor safety training and management programs and products and to encourage high standards of safety in the areas of individual safety, occupational safety, health safety, family safety and in dealing with and controlling violent behavior; to disseminate and make these programs available to the public at a reasonable cost in Brevard County, Florida.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of

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TALLAHASSEE, FLORIDA

such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof.

ARTICLE 6

MEMBERS

The Members of the Corporation shall be the Board of Directors of the Central Florida Safety Council, Inc. as from time to time elected and one-third (1/3) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of the Members. The names and addresses of the initial Members of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald Brode	P. O. Box 555837-MP14 Orlando, FL 32855-5837
Gary Castle	7101 Lake Ellenor Drive Orlando, FL 32809
Charles Kulmann	1421 Nottingham Street Orlando, FL 32803
Peter E. Dingeldej	5851 Medinah Way Orlando, FL 32819
Kevi:. Beary	555 W. Pineloch Avenue Orlando, FL 32806-6100
Bob Brown	4001 Forsyth Road Winter Park, FL 32792
Gary Fleming	P. O. Box 540269 Orlando, FL 32854-0269

John W. Jamba	4 Judy Court Satellite Beach, FL 32937
Herb Washington	649 W. Livingston Street Orlando, FL 32801
Dave Wilson	837 N. Garland Avenue Orlando, FL 32801
James L. Barfield	P. O. Box 1659 Titusville, FL 32781-1659
T. C. Cottrell	P. O. Box 4608, MU LBS 6110 Patrick AFB, FL 32925
John R. Sloop	301 N. Park Avenue Sanford, FL 32773
Bruce May	390 N. Orange Avenue, Ste. 900 Orlando, FL 32802-3200
Thomas Lagomarsino	Naval Training Center Orlando, FL 32813-5005
E. William Bryan	1001 N. Highway 17-92 Winter Park, FL 32789
Stanley Ockwig	600 N. Lake Destiny Drive Maitland, FL 32751
Gloria Pickar	100 Weldon Blvd. Sanford, FL 32773-6199
Donald Grincewicz	150 N. Orange Avenue, Rm. 234 Orlando, FL 32801

ARTICLE 7

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal Office of the Corporation is 427 North Primrose Drive, Orlando, Florida 32803, and the name and address of the Registered Agent are Richard A. Leigh, 39 W. Pine Street, Orlando, FL 32801.

ARTICLE 8

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but

shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

Gerald Brode	P. O. Box 555837-MP14 Orlando, FL 32855-5837
Gary Castle	7101 Lake Ellenor Drive Orlando, FL 32809
Charles Kulmann	1421 Nottingham Street Orlando, FL 32803
Peter E. Dingeldey	5851 Medinah Way Orlando, FL 32819
Kevin Beary	555 W. Pineloch Avenue Orlando, FL 32806-6100
Bob Brown	4001 Forsyth Road Winter Park, FL 32792
Gary Fleming	P. O. Box 540269 Orlando, FL 32854-0269
John W. Jamba	4 Judy Court Satellite Beach, FL 32937
Herb Washington	649 W. Livingston Street Orlando, FL 32801
Dave Wilson	837 N. Garland Avenue Orlando, FL 32801
James L. Barfield	P. O. Box 1659 Titusville, FL 32781-1659
T. C. Cottrell	P. O. Box 4608, MU LBS 6110 Patrick AFB, FL 32925
John R. Sloop	301 N. Park Avenue Sanford, FL 32773
Bruce May	390 N. Orange Avenue, Ste. 900 Orlando, FL 32802-3200
Thomas Lagomarsino	Naval Training Center Orlando, FL 32813-5005
E. William Bryan	1001 N. Highway 17-92 Winter Park, FL 32789

Stanley Ockwig

600 N. Lake Destiny Drive
Maitland, FL 32751

Gloria Pickar

100 Weldon Boulevard
Sanford, FL 32773-6199

Donald Grincewicz

150 N. Orange Avenue, Rm. 234
Orlando, FL 32801

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors, (and may be removed by the Board of Directors), at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President

Gerald Brode
P. O. Box 555837-MP14
Orlando, FL 32855-5837

Vice-President

Gary Castle
7101 Lake Ellenor Drive
Orlando, FL 32809

Past President

Charles Kulmann
1421 Nottingham Street
Orlando, FL 32803

Treasurer

Peter E. Dingeldej
5851 Medinah Way
Orlando, FL 32819

Secretary

Frederick J. Walsh
427 N. Primrose Drive
Orlando, FL 32803

ARTICLE 10

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE 11

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 12

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 14

DISSOLUTION

In the event of the dissolution of this Corporation, all property and funds remaining after payment of debts of the Corporation shall be distributed to the Central Florida Safety Council, Inc., or its successor, and in the event the Central Florida Safety Council, Inc. is no longer in existence, then said funds remaining shall be distributed to a Corporation, Trust or other Organization which would then qualify as a tax exempt organization under the provisions of the Internal Revenue Code as they now exist or as they may hereafter be amended.

ARTICLE 15

INCORPORATORS

The name and address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Central Florida Safety Council, Inc.	427 N. Primrose Drive Orlando, FL 32803

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 28th day of December, 1994.

CENTRAL FLORIDA SAFETY COUNCIL, INC.

(CORPORATE SEAL)

By: [Signature]
Steve Wiles, President

ATTEST:

[Signature]
Frederick J. Walsh,
Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared STEVE WILES and FREDERICK J. WALSH, to me well known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of December, 1994, in the aforesaid County and State.

[Signature]
RICHARD A. LEIGH, Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

RICHARD A. LEIGH
Notary Public, State of Florida
My Comm. Expires July 27, 1995
Comm. No. CC118083

The undersigned hereby accepts the appointment as Registered Agent of COUNTERATTACK-BREVARD, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 28th day of December, 1994.

[Signature]
Richard A. Leigh,
Registered Agent

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TALLAHASSEE, FLORIDA