

Mary K. Knepley E.A.

Computerized Business Services
P.O. Box 4432
South Daytona, FL 32121
(904) 760-2551 Fax (904) 760-2553

N95000000906

January 26, 1995

Department of State
Division of Corporations
Tallahassee, FL 32314

RECEIVED 1 31 1995
01/31/95 10:08 AM
****175.00 ****175.00

Pursuant to Florida Stat. 617.1805-617.1808, changing corporate nature from For Profit to a Not for Profit, we are submitted the necessary documents executed by the Circuit Judge. The case #9432538CICI was filed in Volusia County Courts on January 20, 1995 accepting the Articles of Incorporation as herein provided.

Should there be any questions in this matter, please feel free to contact me at the above stated address and phone. Thank you for your efforts in this matter.

Sincerely,

Mary K Knepley
Mary K. Knepley, E.A.
Accountant

Enc. 5 Pck.

2cc

FILED
1995 FEB 24 11 3 03

~~11295-2474~~
\$668
N95-906

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O BOX 6327
Tallahassee, FL 32314

SUBJECT: Conversion to Not for Profit Corporation

Enclosed please find an original and two (2) copies of the newly adopted articles of incorporation for Gage-Merrick-Hills, Inc. a Florida Corporation. A copy of the Circuit Court Filing, signed by the Judge, and a copy of the For Profit Articles now being replaced have been attached.

Enclosed is a check in the amount of \$ 175⁻ for filing fees in this matter, as per our phone discussion earlier this week. Should any additional information be required, please contact the listed Registered Agent for additional details.

FROM: Gage-Merrick-Hills, Inc.
Name

1893 Primrose Path
Daytona Beach, Fl 32124
(904) 322-8868

*122.50 filing
52.50 2nd Cert. Copy*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1995

MARY K. KNEPLEY, E.A.
P.O. BOX 4432
SOUTH DAYTONA, FL 32121

SUBJECT: GAGE-MERRICK-HILLS, INC.
Ref. Number: W95000002476

We have received your document for GAGE-MERRICK-HILLS, INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to Chapter 617.1806 and 617.1807, Florida Statutes, written consent of all the shareholders authorizing the change in the corporate nature and a statement agreeing to accept all the property of the petitioning corporation and agreeing to assume and pay all its indebtedness and liabilities and the proposed articles of incorporation signed by the president and secretary of the petitioning corporation. The document must contain the circuit judge's stamped approval.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 695A00004625

Mary K. Knepley E.A.

Computerized Business Services
P.O. Box 4432
South Daytona, FL 32121
(904) 760-2551 Fax (904) 760-2553

February 20, 1995

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

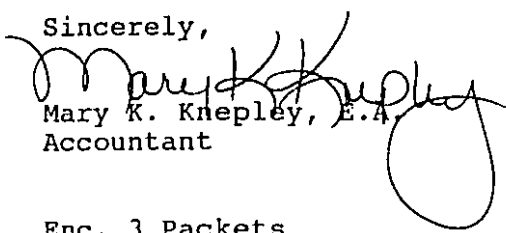
RE: GAGE-MERRICK-HILLS, INC NOT FOR PROFIT CHARTER

Please find enclosed the original filings, complete with Corporate Minutes in accordance with Chapter 617.1806 and 617.1807 from the shareholders and directors, as required.

As per our phone conversation, the Judge does not seal proposed orders, as such. The office said it could be verified through the certified copy request but the time delay could be 6 weeks. Since your supervisor stated that the documents were acceptable as I originally filed, we will proceed with this original and copies.

Thank you for your assistance in this matter. Should there be any problem, please contact me at the above stated number.

Sincerely,


Mary K. Knepley, E.A.
Accountant

Enc. 3 Packets

IN THE CIRCUIT COURT OF THE JUDICIAL
CIRCUIT, IN AND FOR VOLUSIA COUNTY, FLORIDA

IN RE: The Not for Profit Charter for
CASE: 9432538CICI
JUDGE: Joseph Will

GAGE-MERRICK-HILLS, INC.
1893 Primrose Path
Daytona Beach, Fl 32127

Proposed Order to
accept Corporate Charter
as NOT FOR PROFIT

THE COURT having considered the petition for acceptance
of the NOT FOR PROFIT CHARTER, it is hereby:

ORDERED AND ADJUDGED that:

The petitioners Articles of Incorporation, as Not for
Profit, are hereby accepted as filed. The Not for Profit
charter shall change the nature of the corporation as set
forth in Fla.Statute 617.1805-1807, and shall conduct
business in accordance with Florida Stat. C617, as indicated
in the Charter and By-Laws herein provided.

DATED: January 20, 1995


CIRCUIT JUDGE

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
GAGE-MERRICK-HILLS, INC.

FILED
1995 FEB 24 11 5 03

A special meeting of the Board and Shareholders of the Corporation was held on November 2, 1994 at 6:30 PM.

All directors and shareholders being present, the meeting was called to order by the Chairman. The Chairman advised that the meeting was called to approve and adopt the Restated Articles of Incorporation, Restated By-Laws for the Corporation to approve the final filings to establish as a Not for Profit Corporation.

RESOLVED, that the Articles and By-Laws as restated, presented and set forth in the meeting are hereby approved, adopted, and to be duly recorded.

RESOLVED, that the Board of the Corporation, hereby approve to accept all the property of the petitioning Corporation and agree to assume and pay all its indebtedness and liabilities.

Upon motion duly made and carried the Board was directed to file their petition with the Clerk of Circuit Court of Volusia County and thereafter with the State of Florida, Division of Corporations.

Therese Elly Ischick
Secretary, Director, and 50% Shareholder

Clarence B. Hulub
Chairman, Director, and 50% Shareholder

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS

OF

GAGE-MERRICK-HILLS, INC.

A special meeting of the Board and Shareholders of the Corporation was held on November 3, 1994 at 7:00 PM.

All directors and shareholders being present, the meeting was called to order by the Chairman. The Chairman advised that the meeting was called to process the consent of all shareholders authorizing the change in Corporate nature from that of For Profit to that of Not For Profit.

RESOLVED, the shareholders and directors unanimously approved and adopted the transfer of Corporate Status to Not For Profit.

RESOLVED, in accordance with Chapter 617.1806 and 617.1807 the shareholders and directors hereby agree to transfer all assets of the For Profit Corporation to the Not For Corporate Corporation. The assets are as follows;

Copier, Phones (3), Computer and Peripherals, Office Furniture, Fax Machine and Office Supplies.

Upon motion duly made and carried the Board was directed to file their petition with the Clerk of Circuit Court of Volusia County and thereafter with the State of Florida, Division of Corporations.

Thomas Elmer Thalick
Secretary, Director, and 50% Shareholder

Charles C. Thalick
Chairman, Director, and 50% Shareholder

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1995 FEB 24 AM 3:03

ARTICLES OF INCORPORATION
OF

GAGE-MERRICK-HILLS, INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLES I
NAME

The name of the corporation shall be:
GAGE-MERRICK-HILLS, INC.

ARTICLES II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1893 Primrose Path
Daytona Beach, Fl 32124

ARTICLES III
NATURE OF BUSINESS

The specific purposes for which the corporation is organized are:

The purpose for which the corporation is organized are exclusively scientific and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLES IV.
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the bylaws of the corporation

The initial Board of Directors shall consist of the following individuals;

Yvonne Fralick 1893 Primrose Path
Daytona Beach, Fl 32124

Clarence Fralick 1893 Primrose Path
Daytona Beach Fl 32124

Alan Fralick 901 Grove Avenue
Altamonte Springs, Fl

ARTICLES V.
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mary K. Knepley, EA
505 Herbert Street
Port Orange, Fl 32119

ARTICLES VI.
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows;

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLES VII
INCORPORATORS

The names and addresses of the incorporators of these articles of incorporation are:

Yvonne Fralick, 1893 Primrose Path
Daytona Beach, Fl 32124

Clarence Fralick, 1893 Primrose Path
Daytona Beach, Fl 32124

ARTICLES VIII
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are as exempt organizations described in sections 501(c)(3) AND 170(C)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

The undersigned has (have) executed these Articles of
incorporation this
12 day of NOVEMBER, 1994.

Thomas J. Smith, Director
Signature/Title

Glenn F. L. D. L. D. L. D.
Signature/Title

Signature/Title

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this
12th day of November, 1994.

Mary K Knepley
NOTARY OF THE STATE OF FLORIDA
MARY K KNEPLEY
STATE OF FLORIDA
My Comm Exp 12/30/95
BONDED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
1995 FEB 24 AM 9:03

Pursuant to the provisions of sections 607.0501, FLORIDA Statutes, the under corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
GAGE-MERRICK-HILLS, INC.
2. The name and address of the registered agent and office is:

Mary K Knepley
(NAME)
505 Herbert Street
(P.O. BOX NOT ACCEPTABLE)
Port Orange FL 32119
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ART IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMING OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Mary K Knepley

DATE

Nov. 12, 1994