

N95000002432

JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 997

BROOKSVILLE, FLORIDA 34605-0997

JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON
ROBERT B. BATTISTA
RITA L. BATTISTA

2950 BROOKSVILLE AVE
BROOKSVILLE, FLORIDA
TELEPHONE: (904) 798-5123
FAX: (904) 798-3187

4090 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (904) 888-7490

May 15, 1995

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

600001494480
-05/19/95--01043--002
****122.50 ****122.50

RE: Wings of Eagles Education Foundation, Inc.

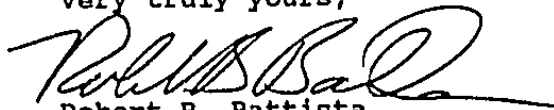
Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,


Robert B. Battista

DWJ:bsj
Enclosures

FILED
MAY 19 AM 10:38
TALLAHASSEE, FLORIDA


5/22/95

FILED

95 MAY 19 AM 10:38

ARTICLES OF INCORPORATION

OF

WINGS OF EAGLES EDUCATION FOUNDATION, INC.

The undersigned, pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be WINGS OF EAGLES EDUCATION FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be , and the mailing address of the corporation shall be 11013 Hearth Road, Spring Hill, FL 34608.

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are the following:

A. To promote the education of our youth, particularly in the sciences and mathematics, by promotion and community activity; through the expending of funds directly for such purposes or by furnishing of funds to government agencies, school districts or organizations organized for the purpose of advancing similar education goals as this corporation; all within the purview of Section 501(c)(3) of the Internal Revenue code and the Regulations thereof.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish the purpose.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than three. The Directors shall be elected or appointed in accordance with the bylaws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William B. Gemmill	3051 Mandrell Avenue, Spring Hill, FL 34608
Robert B. Battista	P. O. Box 471, Brooksville, FL 34605
Jerry E. Beck	10013 Hearth Road, Spring Hill, FL 34609

ARTICLE V - MEMBERS

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI - DISTRIBUTION OF GAINS

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

ARTICLE VII - DISSOLUTION

In the event of the dissolution and winding up of this

corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes, or

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for

distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the circuit court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or any person concerned in the liquidation.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is Robert B. Battista and his address is 205 Sunset Drive, Brooksville, FL 34601.

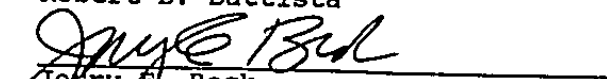
ARTICLE IX - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the persons who are to act in the capacity as first directors of this corporation have hereunto set their hands this 24th day of April, 1995.


William B. Gemmill


Robert B. Battista


Jerry E. Beck

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing Articles of Incorporation were signed and acknowledged before me by William B. Gemmill, Robert B. Battista and Jerry E. Beck, who are personally known to me or who produced Driver's License as identification on this 24 day of April, 1995.

Marie Locke
Notary Public



(Type or hand write name of notary)

My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

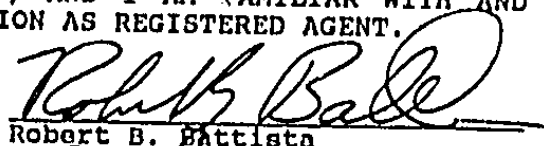
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is WINGS OF EAGLES EDUCATION FOUNDATION, INC.
2. The name and address of the registered agent and office is:

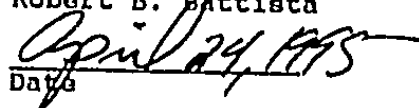
Robert B. Battista, Esquire
29 South Brooksville Avenue
Brooksville, FL 34601

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 ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY

WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Robert B. Battista



Date

FILED

55 MAY 19 AM 10:38

RECEIVED
FBI - MIAMI
MAY 19 1975