

**N95000002726**  
**Reginald E. Moore**  
ATTORNEY AT LAW

Post Office Box 1848  
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Daytona Beach, Florida 32115-1848  
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May 24, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700001505287  
-06/02/95--01100--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing - Articles of Incorporation  
PHONETICALLY SOUND FOUNDATION, INC.

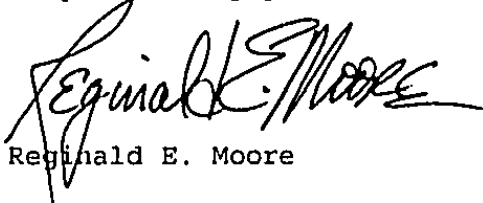
Dear Sir:

Attached for filing, please find original and one (1) copy of  
Articles of Incorporation for PHONETICALLY SOUND FOUNDATION, INC.

Check numbered 1021, drawn on the account of Phonetically  
Sound, Inc., made payable to Secretary of State, in the amount of  
\$122.50, is attached to cover the costs of filing, certification of  
attached copy, and registered agent designation.

Your consideration is greatly appreciated.

Very cordially yours,

  
Reginald E. Moore

Attachments

FILED  
95 JUN -2 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-12-95

ARTICLES OF INCORPORATION  
OF  
PHONETICALLY SOUND FOUNDATION, INC.

FILED  
95 JUN -2 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation shall be PHONETICALLY SOUND FOUNDATION, INC.

ARTICLE II. CORPORATE NATURE

This is a private nonprofit corporation, organized solely for educational, charitable, and/or religious purposes pursuant to the Florida Corporations Not for Profit law as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. DURATION OF CORPORATION

The period of existence of the corporation shall be perpetual.

ARTICLE IV. MANAGEMENT OF CORPORATE AFFAIRS

**BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Board of Directors shall be three (3) provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

Specific trustees named herein as the first Board of Directors shall hold office for three (3) fiscal years after which time an election of members of the Board of Directors shall be held.

The terms of office of specific Board of Directors and the meetings, places, and dates of all members of the Board of Directors shall be fixed by Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the

Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME	ADDRESS
LaWana Johnson,	1645 Third Street, Daytona Beach, FL 32117
Bertha Bright,	1645 Third Street, Daytona Beach, FL 32117
Earl C. McCrary, Sr.,	122 Harney Street, Daytona Beach, FL 32114

#### ARTICLE V. GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

1. This corporation is formed to advance education, charity, and/or religion, and any other related or corresponding charitable purpose by the expenditure of its resources for such purposes.

2. This corporation is formed to operate exclusively in any other manner for such educational, charitable and/or religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations under the Internal Revenue Code, including public foundations and private operating foundations.

#### ARTICLE VI. MEMBERS

The qualifications for members and the manner of their admission shall be as stated in the bylaws.

#### ARTICLE VII. EARNINGS AND ACTIVITIES OF CORPORATION

Section 1. EARNINGS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers 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 V hereof.

Section 2. ACTIVITIES. The corporation shall not engage in any activities which are prohibited to qualified exempt corporations

under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, provided, however, that if exempt status, under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, is denied the corporation by the Internal Revenue Service, this provision may be declared null and void by the Board of Directors.

#### **ARTICLE VIII. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational, charitable and/or religious purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee or officer, or to the benefit of any private individual.

#### **ARTICLE IX. DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by a court of competent jurisdiction in 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.

#### **ARTICLE X. INCORPORATOR**

The name and residence address of the incorporator of this corporation is as follows:

NAME

ADDRESS

LaWana Johnson, 1645 Third Street, Daytona Beach, FL 32117

#### **ARTICLE XI. PRINCIPAL OFFICE**

The address of the principal office of the corporation and its mailing address is 1645 Third Street, Daytona Beach, FL 32117.

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**ARTICLE XII. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation in the State of Florida, shall be 1645 Third Street, Daytona Beach, FL 32117. The name of the initial registered agent of the corporation at the registered office shall be Bertha Bright.

**ARTICLE XIII. BYLAWS**

**Section 1. ADOPTION.** The bylaws of this corporation shall be promulgated and adopted by a resolution submitted to and approved by a majority of a quorum of the Board of Directors.

**Section 2. AMENDMENT.** Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by a resolution submitted to and approved by a majority of a quorum of the Board of Directors.

**ARTICLE XIV. AMENDMENT OF ARTICLES OF INCORPORATION**

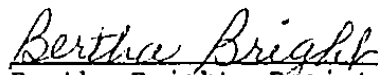
Amendments to these Articles of Incorporation shall be adopted by a resolution submitted to and approved by a majority of a quorum of the Board of Directors.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 24th day of May, 1995.

  
LaWana Johnson, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

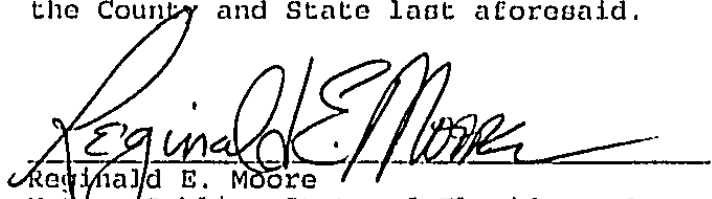
Having been named as registered agent for the above stated corporation, I hereby accept the appointment and state the I am familiar with, and accept, the obligations of registered agent.

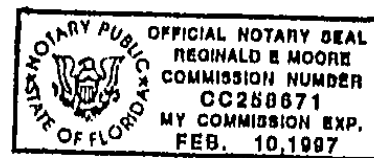
  
Bertha Bright, Registered Agent

COUNTY OF VOLUSIA     )  
                                  ;  
STATE OF FLORIDA     )

Before me, the undersigned authority, personally appeared LaWana Johnson, to me known to be the person described in the foregoing instrument or who provided Florida Driver License No. J525-527-60-523-1 as identification, and she acknowledged to and before me that she executed the same in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 24th of May, 1995, in the County and State last aforesaid.

  
Reginald E. Moore  
Notary Public, State of Florida at Large  
My commission expires: 02-10-97



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 N 95000002726  
 DEBIT MEMORANDUM  
 TO : DEPARTMENT OF STATE  
 DATE 6.21.95  
 FOR OFFICIAL USE  
 NUMBER 954186

STATE OF FLORIDA  
 OFFICE OF STATE TREASURER  
 TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	898.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	898.50	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		4	10.00
12	45-20-2-130001-45300000-00-000100-00		4	72.00/
12	45-20-2-130001-45300000-00-000100-00		4	117.00/
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		4	132.00/
12	45-20-2-130001-45300000-00-000100-00		4	200.00

GRAND TOTAL: \$ 898.50  
 =====

54048-D  
 # 137.50

RECEIVED  
 95 JUN 22 11:11:40  
 STATE OF FLORIDA

Process Date: 06/15/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

200001540512  
 -07/18/95--01018--030  
 \*\*\*137.50 \*\*\*137.50  
 Bill Nelson

State Treasurer