

LAW OFFICES

Marc I. Feig

8000 PETERS ROAD
PLANTATION, FLORIDA 33324
TELEPHONE (305) 475-1660

TELECOPIER (305) 474-9850

FILED

93 JUL 11 AM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARC I. FEIG
MEMBER OF FLORIDA
AND NEW YORK BAR

N95000003355

OF COUNSEL
TALLAHASSEE, FLORIDA
AND LINDS BAR

July 10, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600001584746
-07/11/95--01076--017
***122.50 ***122.50

RE: Articles of Incorporation of PeaceTime, Inc., a Not for
Profit Florida Corporation
Our File No.: MIF-13-95

Dear Sir or Madam:

Reference the above-captioned matter, enclosed herewith please find
the following documentation:

1. Original and one (1) copy of Articles of Incorporation of
PeaceTime, Inc., a Not for Profit Florida Corporation;
2. Marc I. Feig Office Account check number 2419 in the sum of
One Hundred Twenty Two Dollars and Fifty Cents (\$122.50), said sum
represents filing fee and one (1) certified copy;
3. Federal Express envelope for return of certified copy to
the undersigned, our account number being 1573-7903-8, to be
utilized for shipment.

If the enclosed documents are in order, kindly cause the same to be
filed with the Secretary of State. Thereafter, please return the
certified copy to the undersigned via federal express in the
envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation
in this matter, and should you have any questions regarding this
matter, please feel free to contact me in my office.

*PROA
7-14-95*

Secretary of State
July 10, 1995
Page Two

Very truly yours,

BY: 
MARC I. FEIG

MIF/dn

encls.

cc: Joel E.L. Keiter

G. Yvette George

ARTICLES OF INCORPORATION
(A Corporation Not for Profit)

FILED

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ARTICLE I

The name of the Corporation is PEACETIME, INC.

ARTICLE II

The general purpose of this Corporation is to be an educational organization dedicated to assisting individuals and organizations to live and work in harmony through training students to be peer mediators through grants to qualifying organizations for implementation of the Peaceful Solutions mediation program, as well as promoting respect, values, and excellence through grants to qualifying organizations for implementation of the Cavalcade of the Decades seminar, and further, the building of character, vision, and effective parenting skills through grants to qualifying organizations for seminars, counseling, consultation and materials production and for other educational and charitable purposes relative to the foregoing by the distribution of funds for such purposes.

ARTICLE III

Qualification of Members

The qualifications for admittance into this organization are unrestricted to those persons who subscribe to the objectives as set forth in Article II above.

ARTICLE IV

Term of Existence

This Corporation is to exist perpetually.

ARTICLES V

Subscribers

The name and addresses of the Subscribers to these Articles are:

NAME

ADDRESSES

G. YVETTA GEORGE

22197 S.W. 58th Avenue
Boca Raton, Florida 33428

JOEL E.L. KEITER

1340 S. Ocean Boulevard
Pompano Beach, Florida 33062

ARTHUR S. GEORGE

22197 S.W. 58th Avenue
Boca Raton, Florida 33428

PENNY S. KEITER

1340 S. Ocean Boulevard
Pompano Beach, Florida 33062

ARTICLE VI

Officers

Section 1. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer - and such other Officers as may be provided in the By-Laws.

Section 2. The names and addresses of persons who are to serve as Officers of this Corporation until the first meeting of the Board of Directors are:

President -	G. YVETTA GEORGE
Vice President -	PENNY S. KEITER
Secretary -	ARTHUR S. GEORGE
Treasurer -	JOEL E.L. KEITER

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE VII

Board of Directors

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. The number of directors may be increased from time to time, but shall never be less than five (5). The present Board of Directors shall consist of five (5) members.

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of persons to serve as directors for the ensuing year, or until the first annual meeting are:

<u>NAME</u>	<u>ADDRESSES</u>
G. YVETTA GEORGE	22197 S.W. 58th Avenue Boca Raton, Florida 33428
JOEL E.L. KEITER	1340 S. Ocean Boulevard Pompano Beach, Florida 33062
ARTHUR S. GEORGE	22197 S.W. 58th Avenue Boca Raton, Florida 33428
PENNY S. KEITER	1340 S. Ocean Boulevard Pompano Beach, Florida 33062
BRIAN D. STRAND, C.P.A.	6935 Antigua Place Sarasota, Florida 34231

ARTICLE VIII

By-Laws

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

Amendments

Section 1. The Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE X

Location

The location of this Corporation shall be at 6278 N. Federal Highway, #155, Ft. Lauderdale, Florida 33308.

ARTICLE XI

Meetings

The regular meetings of this Corporation shall be held on the second Monday of each month at 7:30 P.M. at whatever place designated by the President of the Corporation.

ARTICLE XIII

Distribution of Assets Upon Dissolution

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this Corporation all of the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or Local Government, or a public purpose, and none of the assets will be distributed to any member, officer or trustee of this Corporation.

IN WITNESS WHEREOF, we, the undersigned incorporators of this Corporation have executed these Articles of Incorporation this 5th day of July, 1995.

G. Yvetta George
G. YVETTA GEORGE

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared G. YVETTA GEORGE, as President of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

Diane M. Neal
NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL
PRINT NOTARY NAME

My Commission Expires:

DIANE M. NEAL
NOTARY PUBLIC, STATE OF FLORIDA
COM. EXP. 10-11-05 CC 143018

Penny S. Keiter
PENNY S. KEITER

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared PENNY S. KEITER, as Vice President of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

Diane M. Neal
NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL
PRINT NOTARY NAME

My Commission Expires:

DIANE M. NEAL
NOTARY PUBLIC, STATE OF FLORIDA
COM. EXP. 10-11-05 CC 143918

Arthur S. George
ARTHUR S. GEORGE

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

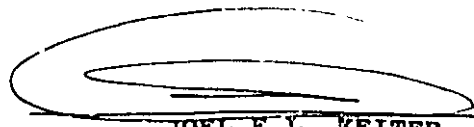
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ARTHUR S. GEORGE, as Secretary of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

Diane M. Neal
NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL
PRINT NOTARY NAME

My Commission Expires:

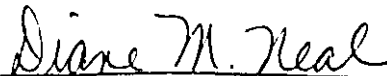
DIANE M. NEAL
NOTARY PUBLIC, STATE OF FLORIDA
COM. EXP. 10-11-05 CC 143918



JOEL E.L. KEITER

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOEL E.L. KEITER, as Treasurer of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.



NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL

PRINT NOTARY NAME

My Commission Expires:

DIANE M. NEAL NOTARY PUBLIC, STATE OF FLORIDA COM. EXP 10-11-95 CC 143916

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PEACETIME, INC., a Florida Corporation Not for Profit, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 6278 N. Federal Highway, #155, Ft. Lauderdale, Florida 33308, has named MARC I. FEIG, located at 8000 Peters Road, Plantation, Florida 33324 to accept service of process within Florida.

PEACETIME, INC., a Florida
Corporation

BY: G. Yvetta George
G. YVETTA GEORGE, President

DATE: JULY 5, 1995

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared G. YVETTA GEORGE, as President of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.


Diane M. Neal
NOTARY PUBLIC, State of Florida
at Large

DIANE M. NEAL
PRINT NOTARY NAME

My Commission Expires:

DIANE M. NEAL NOTARY PUBLIC, STATE OF FLORIDA COM. EXP. 10-11-05 CC 143918
--

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.



MARC I. FEIG

DATE: JULY 5, 1995

FILED
95 JUL 11 AM 11:04
CLERK OF DISTRICT COURT
PLANTATION, FLORIDA

N95000003355

Marc I. Feig

8000 PETERS ROAD
PLANTATION, FLORIDA 33324
TELEPHONE (305) 475-1660
TELECOPIER (305) 474-9850

MARC I. FEIG
MEMBER OF FLORIDA
AND NEW YORK BAR

FILED
95 MAR 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA
ALAN H. POLLACK
OF COUNSEL
MEMBER FLORIDA
AND ILLINOIS BAR

March 18, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100001749791
-03/19/96--01119--007
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation of PeaceTime,
Inc., a Not for Profit Florida Corporation
Our File No.: MIF-13-95

Dear Sir or Madam:

Reference the above-captioned matter, enclosed herewith please find the following documentation:

1. Original and one (1) copy of Amendment to Articles of Incorporation of PeaceTime, Inc., a Not for Profit Florida Corporation;

2. Marc I. Feig Office Account check number 1283 in the sum of Eighty Seven Dollars (\$87.50), said sum represents filing fee and one (1) certified copy;

3. Federal Express envelope for return of certified copy to the undersigned, our account number being 1573-7903-8, to be utilized for shipment.

If the enclosed documents are in order, kindly cause the same to be filed with the Secretary of State. Thereafter, please return the certified copy to the undersigned via federal express in the envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation in this matter, and should you have any questions regarding this matter, please feel free to contact me in my office.

Amend

VS MAR 25 1996

Secretary of State
March 18, 1996
Page Two

Very truly yours,

BY: 
MARC I. FEIG

MIF/dn

encls.

cc: Joel E.L. Keiter

AMENDMENT TO ARTICLES OF INCORPORATION
OF
PEACETIME, INC.
(a Corporation Not For Profit)

FILED
96 MAR 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned Officers, Directors and Members of that certain Florida Corporation, the name of which is PEACETIME, INC. (a Corporation Not for Profit), pursuant to Chapter 607 Florida Statutes as amended, adopts the following Amendment to the Articles of Incorporation of this Corporation, the original of said Articles of Incorporation filed with the Office of the Secretary of State, State of Florida on July 11, 1995.

The effective date of the following Amendment to the Articles of Incorporation of PEACETIME, INC. (a Corporation Not for Profit) shall be upon the filing of this Amendment to the Articles of Incorporation with the Secretary of State's Office in and for the State of Florida. The Amendment as hereinafter set forth was adopted and approved at a Special Meeting of all of the Officers, Directors and Members of PEACETIME, INC. (a Corporation Not for Profit) held on March 12, 1996, and additionally, the effective date for said Amendment as set forth above was likewise approved and adopted at said Special Meeting.

Accordingly, the following Amendment to the Articles of Incorporation of PEACETIME, INC. (a Corporation Not for Profit) was approved and adopted, said Amendment now reads as follows:

ARTICLE II

The purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal

Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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 Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

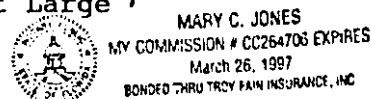
IN WITNESS WHEREOF the undersigned, constituting all of the Officers, Directors and Members of PEACETIME, INC., a Florida Corporation (a Corporation Not for Profit) have executed this Amendment to the Articles of Incorporation this 12th day of March, 1996.

G. Yvette George
G. YVETTA GEORGE, President,
Director and Member

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS.

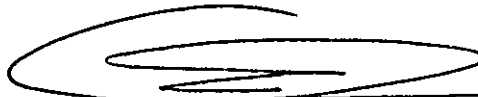
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared G. YVETTA GEORGE, as President, Director and Member of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Amendment to Articles of Incorporation.

Mary C. Jones
NOTARY PUBLIC, State of Florida
at Large



PRINT NOTARY NAME


My Commission Expires:



JOEL E.L. KEITER, Treasurer
Director and Member

STATE OF FLORIDA)
) SS.
COUNTY OF Palm Beach

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOEL E.L. KEITER, as Treasurer, Director and Member of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Amendment to Articles of Incorporation.


NOTARY PUBLIC, State of Florida
at Large

MARY C. JONES
MY COMMISSION # CC264706 EXPIRES
March 26, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

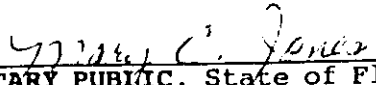
PRINT NOTARY NAME

My Commission Expires:


ARTHUR S. GEORGE, Secretary,
Director and Member

STATE OF FLORIDA)
) SS.
COUNTY OF Palm Beach

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ARTHUR S. GEORGE, as Secretary, Director and Member of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Amendment to Articles of Incorporation.


NOTARY PUBLIC, State of Florida
at Large

MARY C. JONES
MY COMMISSION # CC264706 EXPIRES
March 26, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

PRINT NOTARY NAME

My Commission Expires:

Penny S. Keiter
PENNY S. KEITER, Vice President
Director and Member

STATE OF FLORIDA)
) SS.
COUNTY OF Falm Beach

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared PENNY S. KEITER, as Vice President, Director and Member of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Amendment to Articles of Incorporation.

Mary C. Jones
NOTARY PUBLIC, State of Florida
at Large MARY C. JONES
MY COMMISSION # CC264706 EXPIRES
March 26, 1997
BONDED THRU TROY FAIR INSURANCE, INC.
PRINT NOTARY NAME

My Commission Expires:

Brian D. Strand
BRIAN D. STRAND, Director and
Member

STATE OF FLORIDA)
) SS.
COUNTY OF Sarasota

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN D. STRAND, as Director and Member of PEACETIME, INC., a Florida Corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Amendment to Articles of Incorporation this 16th day of March, 1996.

Pamela Lee Thompson
NOTARY PUBLIC, State of Florida
at Large PAMELA LEE THOMPSON
Notary Public, State of Florida
My Comm. expires March 21, 1998
PRINT NOTARY NAME No. CC 357673
Bonded thru AETNA Insurance

My Commission Expires: