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July 21, 1995

Corporate Records Bureau
Division of Corporation
Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

10000158655.1
-07/13/95 -01013- 004
****122.50 ****122.50

In Re: Boys and Girls Club of Brevard, Inc.

Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of Articles of Incorporation	\$ 52.50
3.	Registered Agent Designation	\$ 35.00
	TOTAL	\$122.50

Please return to us a certified copy of the Articles of Incorporation.

Sincerely,

James S. Theriac III

JST/met
Enclosures

SDC

FILED
55 JUL 13 AM 10:12
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BOYS AND GIRLS CLUB OF BREVARD, INC.
(A Corporation Not for Profit)**

FILED
JUN 13 1971
TALLAHASSEE

WE, the undersigned residents of the State of Florida, being eighteen (18) or more years of age, do hereby associate ourselves together for the purpose of forming a corporation not for profit, under the laws of the State of Florida, pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is **BOYS AND GIRLS CLUB OF BREVARD, INC.**

ARTICLE II

Principal Office; Initial Registered Office and Agent

The address of the principal office and the mailing address of the corporation is 96 Willard Street, Suite 302, Cocoa, Florida 32922. The street address of the corporation's initial registered office is 96 Willard Street, Suite 302, Cocoa, Florida 32922. The name of the initial registered agent of the corporation at that address is JAMES S. THERIAC, III. A written acceptance of appointment as registered agent is provided with these articles.

ARTICLE III

Statement of Corporate Nature

This is a corporation not for profit organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV

Duration

The period of duration of this corporation not for profit shall be perpetual.

ARTICLE V

General and Specific Purposes

The specific and general purposes for which this corporation is formed are to provide relief to the poor and underprivileged and to promote social welfare by promoting and providing the youth of Brevard County, Florida with special concern for those youth from economically disadvantage situations, with the opportunity to develop the qualities needed to become responsible citizens and leaders of the community regardless of race, color, creed, or national origin.

The general 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, as amended, or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Non Member Corporation

This corporation shall not be a member corporation.

ARTICLE VII

Nonstock Corporation

This corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid.

ARTICLE VIII

Subscribers

The names and addresses of the subscribers and incorporators of the corporation are as follows:

James S. Theriac, III
96 Willard Street
Suite 302
Cocoa, Florida 32922

David Brock
1020 U.S. Highway 1
Rockledge, FL 32955

Thomas Kasica
1800 W. Hibiscus Boulevard
Suite 128
Melbourne, Florida 32935

ARTICLE IX

Directors

The number of directors constituting the initial board of directors is fifteen (15) and the names and addresses of the persons who are to serve initially are as follows:

James S. Theriac, III
96 Willard Street
Suite 302
Cocoa, Florida 32922

David Brock
1020 U.S. Highway 1
Rockledge, FL 32955

Thomas Kasica
1800 W. Hibiscus Boulevard
Suite 128
Melbourne, Florida 32935

Frank Farris
360 Artemis Boulevard
Merritt Island, Florida 32953

Art Edwards
5325 Amy Way
Mims, Florida 32754

Tony Bannister
214 Olympic Way #5
Melbourne, Florida 32901

Heidi Brandow
400 Fontenberry Road
Merritt Island, Florida 32952

Jim Nickley
100 Rialto Place
Melbourne, Florida 32901

Tony Perri
3046 St. Marks Avenue
Melbourne, Florida 32935

Angel Telles
962 Tamarind Circle
Rockledge, Florida 32955

Leo Roselip
1700 W. New Haven Avenue
Melbourne, Florida 32936

Robert Walters
420 N. Wickham Road
Melbourne, Florida 32940

Tom McIntire
220 Raider Road
Rockledge, Florida 32955

John Holder
951 Jupiter Boulevard, N.W.
Palm Bay, Florida 32907

A. T. Hollingsworth
150 W. University Boulevard
Melbourne, Florida 32901

Michael Storey
1380 N. Courtenay Parkway
Merritt Island, Florida 32952

The number of directors may be changed from time to time as provided in by the Bylaws; provided the number of directors cannot be reduced below three (3) directors. The method of election of Directors shall be stated in the Bylaws.

ARTICLE X

Bylaws

The Bylaws of this corporation shall be adopted by a majority vote of the Board of Directors. The Bylaws may be altered, amended, or repealed as provided in the Bylaws.

ARTICLE XI

Amendment to Articles

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XII

Dissolution

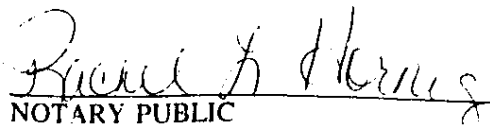
Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and hereby execute the foregoing Articles of Incorporation under the laws of the State of Florida this 29th day of June, 1995.


JAMES S. THERIAC, III

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 29th day of June, 1995, by JAMES S. THERIAC, III, who is personally known to me, who has produced sufficient identification, and who did take an oath.


NOTARY PUBLIC

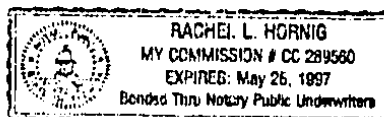


David Brock
DAVID BROCK *Res. Emily K. Brock*

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this _____ day of June, 1995, by DAVID BROCK, who is personally known to me, who has produced sufficient identification, and who did take an oath.

Rachel L. Hornig
NOTARY PUBLIC



Thomas J. Kasica
THOMAS KASICA *FL 100*

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 29 day of June, 1995, by THOMAS KASICA, who is personally known to me, who has produced sufficient identification, and who did take an oath.

Rachel L. Hornig
NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, **BOYS AND GIRLS CLUB OF
BREVARD, INC.** hereby designates **JAMES S. THERIAC, III** and 96 Willard Street,
Suite 302, Cocoa, Florida 32922, as its registered agent and the street address of its
registered office, respectively, for service of process within the State of Florida.

**BOYS AND GIRLS CLUB OF BREVARD,
INC.,** a Florida Not For Profit Corporation

By: _____

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **BOYS AND GIRLS
CLUB OF BREVARD, INC.** for service of process within the State of Florida. I am familiar
with, and accept, the obligations of the position of registered agent.

JAMES S. THERIAC, III