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~~FCD~~ CORP.
5177 CINDERLANE PKWY.
#702
ORLANDO, FL. 32808
City/State/Zip Phone #

Office Use Only

FILED
STATE
SECRETARY OF
CORPORATIONS
96 FEB -9 PM 2:51

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF
ICD CORP.**

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DIVISION OF CORPORATIONS
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We, the undersigned, with other persons being desirous of forming a charitable and philanthropic corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes and in accordance with all pertinent laws of the State of Florida, hereby associate ourselves together and make, subscribe, acknowledge and agree to the following:

**ARTICLE I
Name**

The name of the Corporation is: ICD Corp.

**ARTICLE II
Principal place of business and mailing address**

The location of this corporation shall be at:

5177 Cinderlane Parkway
Suite #702
Orlando, FL 32808

or at such other places within Florida, as the Board of Directors may from time to time select and so communicate to the office of the Secretary of State of Florida.

**ARTICLE III
Purpose(s)**

The general nature of the objects and purposes of this corporation shall be: Advancement of cultural development by means of teaching, counseling, distribution of books, tapes, CDs and literature, giving financial assistance to the poor and needy, making contributions to other non-profit organizations, teachers and lecturers, to purchase real estate or personal property for use in cultural development; and to receive contributions, scholarships and properties to be used exclusively for charitable, literary, educational or cultural purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) of the Internal Revenue Code and it's Regulations as they now exist or as they may hereafter be amended.

In carrying out it's purposes, the corporation may receive gifts and grants of money or property, invest and reinvest, collect income, and disburse funds to any person or organization, public or private.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any

member, officer or director of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes).

No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry or any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV **Manner of election of directors**

Section 1. General Powers.

The business affairs of this corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation and By-laws of this corporation.

Section 2. Number and Qualifications.

A. Initial Board. The Board of Directors shall consist of three subscribers to the Articles of Incorporation, who shall serve until their successors are duly elected and qualified as prescribed in the By-laws adopted by the Board of Directors.

1. The offices of the corporation shall be President, Secretary/ Treasurer, and such other offices as may be provided in the By-laws. Any two (2) offices, except those of President and Secretary/Treasurer, may be held by the same person.

2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	James A. Baird III 5177 Cinderlane Parkway Suite #702 Orlando, FL 32808
Secretary	Sharitta Munir 2690 Hawthorne Lane Kissimmee, FL 34743
Treasurer	Robert A. Baird II 524 Northwestern Ave. Altamonte Springs, FL 32714

3. The officers shall be elected at the first meeting of the Board of Directors and thereafter as provided in the By-laws adopted by the Board of Directors.

B. Board. As soon as practicable after incorporation, the Board of Directors shall be selected and meet in an organizational meeting. The number of Directors may be increased or decreased from time to time by the By-laws adopted by the Board of Directors but shall never be less than three (3).

Section 3. Terms.

The term of the Directors shall be for two (2) years or until their successors have been chosen, and qualified as described in the By-laws.

Section 4. Quorum.

The presence of the majority of the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Voting.

Every member of the Board shall be entitled to one (1) vote at any meeting of the Board. Such vote may be exercised by proxy.

Section 6. Membership.

The Board shall establish initial By-laws concerning membership herein at its first meeting.

Section 7. By-laws.

The members of this corporation may adopt By-laws not inconsistent with these Articles of Incorporation, for the conduct of the corporation's business and the carrying out of its purposes. In the first instance initial By-laws may be adopted by a majority of the Board of Directors. Such By-laws may be adopted or amended, in whole or in part, by a two-thirds (2/3) vote of the members of this corporation present at any meeting of the members duly called and convened at which a quorum, consisting of sixty six (66 2/3%) percent of the members of the corporation are present, provided that a 10-days advance notice thereof shall have been given in writing to each member prior to such meeting. A member may vote in person or by proxy in writing, and written proxy votes shall be counted to establish a quorum for the meeting.

ARTICLE V
Limitation of corporate powers

This corporation shall have all the powers provided for Corporations Not for Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute.

Section 1. Amendments of Articles of Incorporation

These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds (2/3) of the members of the corporation present at any meeting of the members, duly called and convened at which a quorum consisting of two-thirds (2/3) of the members of the corporation are present, provided that thirty (30) days' advance notice of the meeting and of the amendment or amendments to be considered at such meeting shall have been given in writing by mailing to each member prior to such meeting. A member may vote in person or by proxy in writing and written proxy votes such be counted to establish a quorum for it's meeting.

Section 2. Dissolution

In the event of dissolution of the corporation or the winding up of it's affairs, all of the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, and it's Regulation as they now exist or as they hereafter be amended. No member, officer, director or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

ARTICLE VI
Initial registered agent and street address

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS AND RESIDENT AGENT

The following is submitted pursuant to the provisions of Chapter 48.091, Florida Statutes:

That ICD Corp., desiring to be organized under the laws of the State of Florida, with it's principal office, as indicated in the Artic'es of Incorporation, in the City of Orlando, County of Orange, State of Florida, has named, located at as it's agent to accept service of process within this State.

Name: Robert A. Baird II
Address: 524 Northwestern Ave.
Altamonte Springs, FL 32714

Phone: (407) 293-9964

ARTICLE VII
Incorporators

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

James A. Baird III	5177 Cinderlane Parkway Suite #702 Orlando, FL 32808
Robert A. Baird II	524 Northwestern Ave. Altamonte Springs, FL 32714
Sharitta Munir	2690 Hawthorne Lane Kissimmee, FL 34743

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, this ____ day of January, 1996, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.


JAMES A. BAIRD III


ROBERT A. BAIRD II


SHARITTA MUNIR

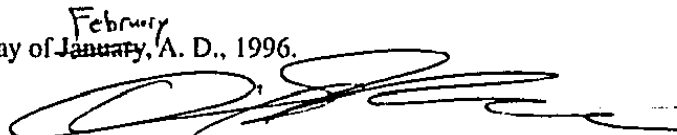
STATE OF FLORIDA

COUNTY OF ORANGE

Before me personally appeared JAMES A. BAIRD III, ROBERT A. BAIRD II and SHARITTA MUNIR, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 5 day of ^{February}~~January~~, A. D., 1996.




Notary Public, State of Florida
(Name)

My commission expires:

Personally known to me ____ or Type of Identification Produced: Florida Driver
Licenses

Having been named to accept service of process for the above-named corporation at the place designate in this certificate, I hereby accept such appointment and agree to act in this capacity and comply with provision of said act relative to keeping open said office.

Robert H. Biers

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

ICD Corp.

(must include suffix)

2. The name and address of the registered agent and office is:

Robert A. Baird II

(Name)

524 Northwestern Ave.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Altamonte Springs, FL 32714

(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 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.


(SIGNATURE)


(DATE)

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