

N96000000/109

600001725076
-02/27/96--01067--014
****131.25 ****131.25

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

Empiricism Inc.

Enclosed is an original copy of the articles of incorporation, a signed copy of designation and acceptance of registered agent, and a check for \$131.25 (filing fee, certified copy & certificate).

Correspondence can be mailed to:
Empiricism Inc.
2002 Philly Rd.
Cantonment, FL 32533
(904) 937-0596

FEB 29 1996

DSR

FILED
96 FEB 27 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

96 FEB 27 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of
EMPIRICISM INC.
A Florida Corporation Not for Profit

Article I

Name

The name of the corporation shall be Empiricism Inc.

Article II

Mailing Address

The place in this state where the principal office of the corporation is to be located is the City of Pensacola, Escambia County Florida.

The mailing address of this corporation shall be:
Empiricism INC.
2002 Philly Rd.
Cantonment, FL 32533

Article III

Purpose

The general objective and purpose of this corporation shall be:
To foster and aid youth through development of programs for the purpose of enhancing their lives.

To provide and interact in any activities to achieve the above stated purpose which is consistent with, connected to, or related in any way with stated purpose. However, in no event shall any activity undertaken in fulfilling the purpose set forth above shall be inconsistent with the corporation's tax-exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954.

Article IV

Initial Board of Directors/Officers

a) This corporation shall consist of not less than four (4) members, who shall be known as Directors. The number of Directors may be increased from time to time by the by-laws, but there shall always be at least four (4) Directors.

Board members shall consist of members from education, community based organizations, rehabilitation agencies and the private sector. Each prospective appointed to membership must be submitted by the Board of Directors. Membership to Board of Directors must obtain a majority vote by existing Board of Directors.

The term of membership shall commence on August 1st of the year in which each member is appointed and, unless otherwise provided in these articles, such terms shall be for three (3) years.

All Directors shall be natural persons who has attained the age of eighteen (18) years.

The presence of 3 Directors shall be necessary at any meeting to transact business.

The name and residence addresses of the initial trustees of the corporation are as follows:

Rick Shackle
710 Scienic Hwy #303
Pensacola, FL 32503

Belinda McCoy
11618 Wakefield Drive
Pensacola, FL 32514

Herbert Hale
1006 Barcia Rd.
Pensacola, FL 32503

Darnell Sims
2002 Philly Rd.
Cantonment, FL 32533

b) There shall be 4 officers of the corporation who shall be known as a Chairman, a Vice-Chairman, a Secretary and a Treasurer. From time to time, the Board of Directors may provide for other officers and their respective duties.

All officers shall be elected by a majority vote of the Board of Directors. Each officer shall hold office for 2 years, or until a successor shall have been duly elected and qualified. Officers vacancies shall be filled at the discretion of the Board, upon approval of a majority of the Directors.

The names of the officers who are to serve until the first election under the articles of incorporation are as follows:

Chairman
Vice-Chairman
Secretary
Treasurer

Darnell Sims
Rick Shackle
Belinda McCoy
Herbert Hale

Article V
Limitations of Corporate Powers

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI
Initial Registered Agent

The name and the street address of the initial registered agent is: Darnell Sims
2002 Philly Rd.
Cantonment, FL 32533

Article VII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Rick Shackle
710 Scenic Hwy #303
Pensacola, FL 32503

Herbert Hale
1006 Barcia Rd.
Pensacola, FL 32503

Darnell Sims
2002 Philly Rd.
Cantonment, FL 32533

Belinda McCoy
11618 Wakefield Drive
Pensacola, FL 32514

Article VIII

Dissolution

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation.

Upon dissolution of this corporation, all of its assets remaining after payment of all creditors, costs, and expenses shall be distributed, as determined by the Board of Directors, acting as trustees, at the time of dissolution to some organization which has qualified for exemption under section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954.

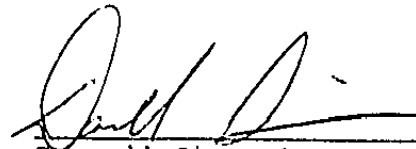
In no instance will the assets of the corporation be distributed to any officer, director, or member of this corporation.


Article IX

Amendments to Articles of Incorporation

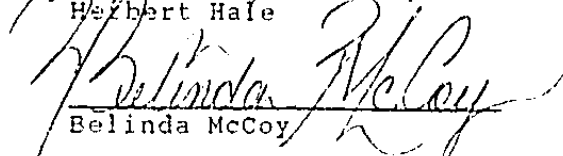
The articles of incorporation may be amended by a majority vote of Board of Directors at the annual, a regular, or special meeting of the Board of Directors duly called, the written notice for which shall contain the proposed amendment in the form in which any such amendment is to be considered at any such meeting.

In witness whereof, we have hereunto subscribed our names this 26th day of FEB 1996, at Pensacola, Escambia County, Florida.


Darnell Sims


Rick Shackle


Herbert Hale


Belinda McCoy

FILED
96 FEB 27 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designation of Registered Agent

The name of the corporation is:

Empiricism Inc.

The name and address of the registered agent is:

Empiricism Inc.
Darnell Sims
2002 Philly Rd.
Cantonment, FL 32533

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all provisions of all statutes relating to the proper and complete performance of my duties.



SIGNATURE



DATE

N96000001109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 19 AM 8:57

May 30, 1997

Belinda McCoy
11618 Wakefield Drive
Pensacola, Florida 32514

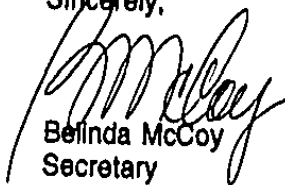
900002217179--8
-06/19/97--01073--015
*****35.00 *****35.00

Florida Department of State
Sandra B. Mortham
Secretary Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

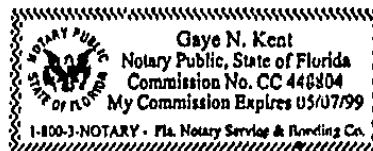
To whom it may concern:

Implement my resignation from Empiricism Inc., contract #A6012 effective immediately.
The position of Secretary is now vacant and can be filled at the discretion of the
elected Board.

Sincerely,


Belinda McCoy
Secretary

Gaye N. Kent, Notary



5/6/23
o/o resig

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 AM 8:57

I, Belinda McCoy, hereby resign as Secretary
(Title)
of Empiricism Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Belinda McCoy
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

N96000001109

May 30, 1997

Rick Shackle
710 Scenic Highway #303
Pensacola, Florida 32503

Florida Department of State
Sandra B. Mortham
Secretary Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002220206--7
-06/23/97--01132--006
*****35.00 *****35.00

To whom it may concern:

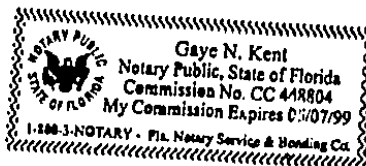
Implement my resignation from Empiricism Inc., contract #A6012 effective immediately.
The position of Vice-Chairman / Program Director is now vacant and can be filled at
the discretion of the elected Board.

Sincerely,



Rick Shackle
Vice-Chairman / Program Director

Gayle N. Kent, Notary



CY
N96000001109
O.D. 2597
6-23-97
2098

APPROVED
AND
FILED
JUN 23 PM 2:15
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Richard Shackle, hereby resign as Vice Chairman / Program Director
(Title)
of Empireman Inc
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Richard Shackle
(Signature of resigning officer/director)

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 JUN 28 PM 2:15

APPROVED
AND
FILED

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314