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J. Michael Shea, J.D.
Frank D. Butler, J.D.

March 1, 1996

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

400001736124
-03/07/96--01090--006
****122.50 ****122.50

RE: Hyde Park Transportation Charities, Inc.
Non-For-Profit Corporation

Dear Sir/Madam:

Enclosed is an one original and one (1) copy of the Articles of Incorporation for the above listed non-for-profit corporation. Please file the original in your offices. In addition, please certify and return to us one (1) certified copy of the Articles of Incorporation.

We are enclosing our check in the amount of \$122.50 covering the filing and certification of the Articles of Incorporation for the above listed non-for-profit corporation.

If you have any questions, please do not hesitate to contact the undersigned. Your help and cooperation in this matter is greatly appreciated.

Called 3-12-96

Respectfully and sincerely,

J. Michael Shea

JMS/jcr
Enclosures

*JMS
3-12-96*

FILED
95 MAR -7 PM 3:56
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

HYDE PARK TRANSPORTATION CHARITIES, INC.

FILED

96 MAR -7 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME:

The name of the non-for-profit corporation shall be:
Hyde Park Transportation Charities, Inc.

ARTICLE II

MAILING ADDRESS:

The mailing address of the corporation shall be:

419 West Platt Street
Tampa, Florida 33606

ARTICLE III

PURPOSES:

(a) This non-for-profit corporation is organized and shall be managed and operated exclusively for charitable purposes. As a means for the accomplishment of the foregoing, it shall be within the purposes of this non-for-profit corporation to

establish and maintain charitable transportation activities and to take any other action that, from time to time, shall be deemed expedient to the directors of this corporation and which shall further the said purpose.

(b) It shall be within the purposes of this non-for-profit corporation to receive and maintain a fund or funds for transportation as well as receive gifts of transportation equipment (i.e. automobiles, trucks, busses, vans, etc.) to use and apply the whole or any part of the income or material gift of transportation exclusively for the active conduct of its charitable, scientific, educational purposes directly rather than by or through one or more grantee organization.

(c) No part of the net earnings or gifts given to this non-for-profit corporation shall inure to the benefit of, or be distributed to, any trustee, officer, director, or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this non-for-profit corporation affecting one or more of its purposes), and no trustee, officer, director, or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this non-for-profit corporation shall be the carrying of propaganda or otherwise attempting to influence legislation, and this non-for-profit corporation shall not participate in, or intervene in (including the publication or distribution of statements) and political campaign on behalf;f of (or in opposition to) any

candidate for public office.

(d) Notwithstanding any other provision of these Articles of incorporation, this non-for-profit corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, or any Statute of similar import or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this non-for-profit corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific, or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this non-for-profit corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV

POWERS:

(a) This non-for-profit corporation shall have and exercise all powers necessary or convenient to effect any and all of the educational, scientific and charitable purposes for which this corporation is organized.

(b) This non-for-profit corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a non-for-profit corporation that is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a non-for-profit corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

MEMBERS:

The members of this non-for-profit corporation shall consists of those persons who join as to these Articles of Incorporation and such other persons as may from time to time be elected and admitted to membership by the Board of Trustees of this non-for-profit corporation in accordance with the provisions of the by-laws of this non-for-profit corporation.

ARTICLE VI

TERM OF EXISTENCE:

The term for which this non-for-profit corporation is to exist shall be perpetual.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this corporation shall be J. Michael Shea, and the registered office of the non-for-profit corporation shall be 419 West platt Street, Tampa, Florida 33606. this non-for-profit corporation shall have the right to change said registered agent and registered office as provided by law.

ARTICLE VIII

INCORPORATION

The name and address of the incorporator to these Articles of Incorporation is:

J. Michael Shea
419 West Platt Street
Tampa, Florida 33606

ARTICLE IX

OFFICERS AND TRUSTEES

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected by the members of this non-for-profit corporation as provided in the by-laws and by officers who shall be elected by the Board of Trustees. The officers thus to be elected shall be those provided for in the by-laws of this non-for-profit corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this non-for-profit corporation shall be as provided in the by-laws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the by-laws of this non-for-profit corporation. The number shall not be more than five (5), but may be any number less. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

All meetings of this organization and its Board shall be conducted according to Robert's Rules of Parliamentary Procedure, better known as Robert's Rules of Order.

ARTICLE X

TRUSTEES:

The names and addresses of the initial Board of Trustees, who, subject to these Articles, the by-laws of this non-for-profit corporation and the laws of the State of Florida are:

J. Michael Shea	419 West Platt Street Tampa, Florida 33606
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Crowell Dawkins	4705 Clear Avenue Tampa, Florida 33629
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Richard Clarke	46 Bahama Circle Tampa, Florida 33606
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These individuals shall hold office until their respective successors have been duly elected and qualified.

ARTICLE XI

BY-LAWS:

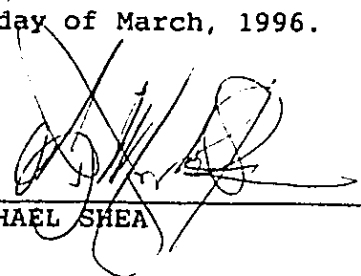
The by-laws of this non-for-profit corporation may be made, altered, amended or repealed, and new by-laws may be adopted from time to time by a majority vote of the Trustees of this non-for-profit corporation.

ARTICLE XII

AMENDMENTS TO THE ARTICLES OF INCORPORATION:

These Articles may be amended by resolution adopted by the majority vote of the Trustees of this non-for-profit corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein expressed this 5th day of March, 1996.



J. MICHAEL SHEA

FILED

HYDE PARK TRANSPORTATION CHARITIES, INC.

ACCEPTANCE AND APPOINTMENT OF REGISTERED AGENT

96 MAR -7 PH 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Michael Shea, having been named as registered agent to accept service of process for the above-named non-for-profit corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501 through 617.052 of the Florida Statutes.

DATED THIS 5th day of March, 1996.



J. Michael Shea