

N96000002571

to: Mr. Robert L. Feldman  
300 Sevilla Avenue  
Suite 305  
Coral Gables, Florida 33134  
Telephone: 305 - 443-0732  
Telecopier: 305 - 443-0315

6 May, 1996

000001813950  
-05/08/96--01094--016  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

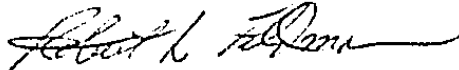
Re: United States Tandem Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation, as well as an original Certificate of Registered Agent for the above-referenced corporation. Also enclosed please find our check in the amount of \$122.50, representing Charter Tax, filing fee, Registered Agent fee and Certified Copy fee.

Your prompt cooperation in filing these Articles of Incorporation and forwarding the appropriate documents thereon to the undersigned will be greatly appreciated.

Very truly yours,



ROBERT L. FELDMAN

RLF:lf  
Enclosures

5/14/96  
TB

FILED  
MAY 15 1996  
TALLAHASSEE, FL  
CLERK OF COURT

ARTICLES OF INCORPORATION  
OF UNITED STATES TANDEM ASSOCIATION, INC.  
(A Not-For-Profit Corporation)

These Articles of Incorporation are signed by the Incorporator for the purpose of forming a nonprofit corporation, pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation is UNITED STATES TANDEM ASSOCIATION, INC.

ARTICLE II  
STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general religious, charitable, scientific, educational and literary purposes pursuant to the Florida Corporation Not-For-Profit Law set forth in Part I of Chapter 617 of the Florida Statutes

ARTICLE III  
POWERS AND PURPOSES

The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of

1954 or corresponding provisions of any subsequent internal revenue law.

The purposes for which the Corporation is organized are as follows:

(a) To operate exclusively for religious, charitable, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States internal revenue law (the "Code"), and to give funds and property from time to time to organizations that are organized and operated exclusively for one or more such purposes.

(b) In furtherance of its general purpose, to exercise all powers conferred upon not-for-profit corporations by law, including, without limitation, to own and dispose of real and personal property and interests therein, to make contracts, and to receive and disburse gifts and grants.

#### **ARTICLE IV** **ORGANIZATION OF CORPORATION**

The Corporation is organized on a non-stock basis. The amount of property which the Corporation possesses is:

Real Property:               None

Personal Property:       None

The Corporation is to be financed under the following general plan: gifts, grants and contributions, income from investments and any other source that may be available.

**ARTICLE V**  
**OFFICERS**

The officers of this Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as provided for in the Bylaws. Each officer shall be elected by the Board of Directors, and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of each of the initial officers of the Corporation are as follows:

President:	WILLIAM BOOTH 1645 N. Lexington Avenue Deland, Florida 32724
Vice President:	THOMAS KEITH DONLE 1645 N. Lexington Avenue Deland, Florida 32724
Secretary:	THOMAS KEITH DONLE 1645 N. Lexington Avenue Deland, Florida 32724
Treasurer:	THOMAS KEITH DONLE 1645 N. Lexington Avenue Deland, Florida 32724

**ARTICLE VI**  
**MEMBERSHIP**

This is a non-membership organization. The only members shall be exclusively the Board of Directors.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial registered office is 300 Sevilla Avenue, Suite 305, Coral Gables, Florida 33134. The name of the initial Registered Agent at the Registered Office is ROBERT L. FELDMAN.

**ARTICLE VIII**  
**LOCATION OF PRINCIPAL OFFICE**

The County in the State of Florida where the principal office for the transaction of business of this Corporation is to be located is the County of Volusia. The initial principal office is located at 1645 N. Lexington Avenue, Deland, Florida 32724.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator is:

WILLIAM BOOTH  
1645 N. Lexington Avenue  
Deland, Florida 32724

**ARTICLE X**  
**BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation, and shall have the right, power and authority to do and perform all acts and functions permitted by an organization described in Section 501(c)(3) of the

Code not inconsistent with these Articles of Incorporation, or with the laws of the State of Florida.

In addition to, and not in limitation of, all powers, express or implied, now or hereafter conferred upon Boards of Directors of not-for-profit corporations, and in addition to the powers mentioned hereinabove, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interest of the Corporation and in furtherance of its purposes.

The Board of Directors, shall initially consist of not less than three (3) members. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The Bylaws may provide for ex officio and honorary directors, and their rights and privileges.

Members of the Board of Directors shall be elected to office by the membership of the Corporation in elections as set forth in the Bylaws.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of election of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the By-Laws of the Corporation.

The Board of Directors may elect, from its membership, an Executive Committee which, to the extent authorized by the Bylaws, and acting through a majority of its members, shall exercise the powers of the Board in the management of the business of the Corporation.

The Board may employ, or designate to the Executive Committee authority to employ, such personnel as the activities of the Corporation may warrant, and the Executive Committee may have the authority to fix the compensation of all such employees of the Corporation.

The Board of Directors, by majority vote of the total number of Directors of the Corporation, at any properly constituted meeting, shall fill such vacancies as may occur on the Board, and may remove members of the Board of Directors for cause, by majority vote of the total number of Directors of the Corporation, at any properly constituted meeting, except as otherwise provided in the Bylaws. The Board of Directors may also appoint advisory committees for such purposes as the Board shall deem necessary.

The initial Board of Directors shall consist of the following individuals who shall serve until the first annual meeting of the Corporation or until such time as a successor is elected:

WILLIAM BOOTH  
1645 N. Lexington Avenue  
Deland, Florida 32724

THOMAS KEITH DONLE  
1645 N. Lexington Avenue  
Deland, Florida 32724

CHARLES ROBERT OVERBY, JR.  
1645 N. Lexington Avenue  
Deland, Florida 32724

ARTICLE XI  
DEDICATION AND DISTRIBUTION OF ASSETS

The Corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a not-for-profit corporation. No director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office.



Upon the dissolution or winding up of the Corporation, the assets remaining after providing for debts and obligations of the Corporation shall be distributed to a non-profit fund, foundation or corporation, as may be selected by the vote of a majority of the members of the Board of Directors then in office, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent internal revenue law

**ARTICLE XII**  
**FURTHER PROVISIONS**

(a) This 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 Code.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE XIII**  
**AMENDMENTS TO THE ARTICLES AND BYLAWS**

The Board of Directors, by a vote of two-thirds (2/3) of its members, may amend the Articles of Incorporation or Bylaws of the organization.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 17 day of April, 1996.

  
WILLIAM BOOTH

STATE OF FLORIDA )

SS:

COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM BOOTH, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 17 day of April, 1996.

My commission expires:



Mary Ann Simcox  
Notary Public  
State of Florida

FILED  
APR 18 1996  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA  
TALLAHASSEE

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

IN COMPLIANCE WITH SECTIONS 48.091 and 607.325,  
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

UNITED STATES TANDEM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1645 N. LEXINGTON AVENUE, THE CITY OF DELAND, STATE OF FLORIDA, HAS NAMED ROBERT L. FELDMAN, LOCATED AT 300 SEVILLA AVENUE, SUITE 305, CITY OF CORAL GABLES, STATE OF FLORIDA 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

UNITED STATES TANDEM  
ASSOCIATION, INC.

BY: William Booth

WILLIAM BOOTH

TITLE: Incorporator

DATE: 4/17, 1996

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. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF  
REGISTERED AGENT:

Robert L. Feldman  
ROBERT L. FELDMAN

DATE: 17 April, 1996