

JOHN V. BAUM, P.A.

HENRI R. CROWSON
 LEGAL ASSISTANT

Re: CENTRAL FLORIDA ASSOCIATION OF RETAIL HOBBY STORES, INC.

Please return a certified copy of the Articles to this office.

John V. Baum

7/26/96

Articles of Incorporation of
CENTRAL FLORIDA ASSOCIATION OF RETAIL HOBBY STORES, INC.
a Florida Nonprofit Corporation

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is CENTRAL FLORIDA ASSOCIATION OF RETAIL HOBBY STORES, INC.

The principal office of this corporation and its mailing address shall be 900 South Orlando Avenue, Winter Park, Florida 32789.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, and has been organized solely as a trade association pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charitable, benevolent, educational, historical, civic, social, fraternal, trade association and any other related or corresponding purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida, by the distribution of its funds for such purposes.

B. To promote as a trade association interests of those persons or other entities, as members of the association, engaged in the sale at retail of hobby supplies, merchandise, and other products of like kind.

C. To operate exclusively in any other manner for such

purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue membership certificates to any person, firm, or other entity otherwise eligible for membership as provided for in the By-Laws of the corporation.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, such certificates shall bear a legend stating that they are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each certificate of membership shall entitle the holder thereof to one vote.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3) in number initially, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation on the first Tuesday in June of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Stewart Marshall	900 South Orlando Avenue Winter Park, Florida 32789
Steve Rausch	634 North Mills Avenue Orlando, Florida 32803
Sharon Harkey	5600 West Colonial Drive Orlando, Florida 32808

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Position	Name	Address
President:	Stewart Marshall	900 South Orlando Avenue Winter Park, FL 32789
Vice President:	Steve Rausch	634 North Mills Avenue Orlando, Florida 32803
Secretary:	Sharon Harkey	5600 West Colonial Drive Orlando, Florida 32808
Treasurer:	Steve Rausch	634 North Mills Avenue Orlando, Florida 32808

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is Stewart Marshall, 900 South Orlando Avenue, Winter Park, Florida 32789.

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to those purpose set forth in Article IV hereto, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member of the corporation, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 900 South Orlando Avenue, Winter Park, Florida 32789 and the name of its registered agent at said address shall be Stewart Marshall.

By his execution of these articles of incorporation, the undersigned acknowledges that he is familiar with, and accepts, the

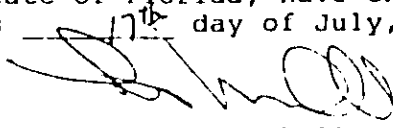
obligations imposed upon him as registered agent of the corporation.

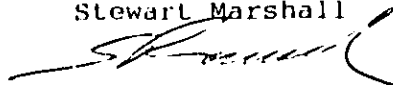
ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17th day of July, 1996.


Stewart Marshall


Steve Rausch


Sharon Harkey

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this day personally appeared STEWART MARSHALL, who is personally known to me or who produced FL Drivers Lic as identification and by me known to be the person described in and who executed the foregoing instrument and he/she acknowledged to and before me that he/she executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of July, 1996.

EDITH ANGELLO GALLAGHER

My Comm. Exp 10/23/99

By Service - Ins

No CC504470

☐ Personally Known ☒ Other I.D.


Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this day personally appeared STEVE RAUSCH, who is personally known to me or who produced FL Drivers Lic as identification and by me known to be the person described in and

who executed the foregoing instrument and he/she acknowledged to and before me that he/she executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of July, 1996.

EDITH ANGELO GALLAGHER
My Comm Exp 10/23/99
By Service Ins
No CC504470

Edith Angelo Gallagher
Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF ORANGE

☐ Personally Known ☒ Other I.D.

BEFORE ME this day personally appeared SHARON HARKEY, who is personally known to me or who produced *FL Drivers Lic* as identification and by me known to be the person described in and who executed the foregoing instrument and he/she acknowledged to and before me that he/she executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of July, 1996.

EDITH ANGELO GALLAGHER
My Comm Exp 10/23/99
By Service Ins
No CC504470

Edith Angelo Gallagher
Notary Public

My commission expires:

☐ Personally Known ☒ Other I.D.