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Insert Florida Sec. State

Article of Inc. Certificate

RADCLIFFE, KING & ASSOCIATES, INC.

61 A & L DRIVE
QUINCY, FLORIDA 32351
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
ATELA CORPORATION**

A NON-PROFIT CORPORATION

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Pursuant to the provisions of the Florida Non-Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of this corporation shall be the ATELA CORPORATION, and its principal office is located at Quincy, Florida (Gadsden County, Florida). The Board of Directors may from time to time designate such other post office address and place for the principal office of this corporation as it may see fit. The principal office address shall be the same as the registered office address.

ARTICLE II

DURATION: The duration of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation has been organized for the following purposes: (a) educational (b) scientific (c) research (d) public and charitable purposes (e) literary (f) develop community resource programs (h) job training and welfare reform programs (i) develop innovative free-enterprise conceptual applications (j) analysis of public policies and programs of federal, state, regional local and other quasi-public governmental entities (k) the transaction of all lawful business for which corporations may be incorporated under this chapter (l) and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Tax Code, or corresponding section of any future tax code.

ARTICLE IV

MEMBERSHIP: The general nature of this corporation shall be composed of two classes: **ACTIVE** and **ASSOCIATE**. The Board of Directors may from time to recommend persons, individuals, corporations, entities, etc., for membership. Application for membership must be made in writing and each must be approved by the Board of Directors and presented to the membership for approval by a majority at any meeting. The membership may expel any member who has not carried his / her obligations to the corporation or who neglects or refuses to comply with the provisions of these Articles of Incorporation, or upon the recommendations of the Board of Directors, but no member shall be expelled until the he / she has been informed in writing of the charges against him / her and has been given an opportunity to be heard.

ARTICLE V

REGISTERED OFFICE/AGENT:

NAME

OFFICE

ADDRESS

Aleta Radcliffe King

Registered Agent

61 A&L Drive
Quincy, FL 32351

ARTICLE VI

BOARD OF DIRECTORS: The affairs of the corporation shall be managed by a President, Vice-President, Secretary, Treasurer and Board of Directors of not less than three (3) members, and other such officers and agents as may be elected or appointed from time to time. The Board of Directors may employ personnel or contract with other parties as it determine to be appropriate for the daily administration of the corporation. The annual meeting of the members of this corporation shall be held at or in the vicinity of the Quincy, Florida or other areas of the state as designated by the Board of Directors in the last quarter of each fiscal year. The members shall elect a President, Vice-President, Secretary, Treasurer and a Board of Directors at each annual meeting to hold office for the ensuing fiscal year. All officers shall continue in office until their successors have been elected and have assumed office. In the case any office of this corporation becomes vacant, the Board of Directors shall fill such vacancy for the remainder of the unexpired term.

The names and street addresses of the First Board of Directors who, subject to the provisions of the Articles of Incorporation, the by-laws of this corporation and the laws of Florida shall hold office for the first year of the corporation existence, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
James E. King	President/Treasurer	61 A&L Drive Quincy, FL 32351
Herbert Lee Radcliffe, Sr.	Vice-President	937 Marion Street Daytona Beach, FL 32114
Ruby Thomas	Secretary	937 Marion Street Daytona Beach, FL 32114

ARTICLE VII

INCORPORATORS: The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
James E. King	President/Treasurer	61 A&L Drive Quincy, FL 32351
Herbert Lee Radcliffe, Sr.	Vice-President	937 Marion Street Daytona Beach, FL 32114
Ruby Thomas	Secretary	937 Marion Street Daytona Beach, FL 32114

ARTICLE VIII

LIMITATION ON THE RIGHTS OF INCORPORATORS, ACTIVE AND ASSOCIATE MEMBERS, DIRECTORS AND OFFICERS: No active member, associate member, director or officer of this corporation or other private persons shall have any vested rights, prevail in, or to the assets, functions or affairs of or franchises of this corporation or any rights, interests or privileges which may be transferrable or inheritable or which shall continue if such person's office, active membership or associate membership ceases nor shall any part of the net earnings of this corporation or assets thereof inure the benefits of or be distributed to any of them 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) by any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of the 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 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 corresponding section of any future tax code.

ARTICLE IX

PERSONAL LIABILITY: No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X

DISTRIBUTION OF ASSETS ON DISSOLUTION: Upon dissolution of the corporation, the Board of Directors shall distribute assets shall for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose after payment or making provisions for the payment of liabilities of the corporation. The board may distribute any other remaining assets exclusively to a similar organization of the same purpose in which this corporation has been established. Assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located.

ARTICLE XI

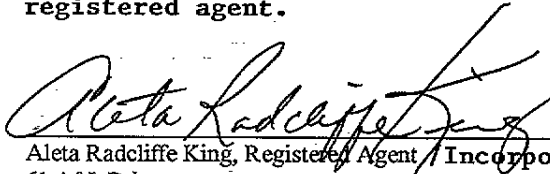
BY-LAWS: The by-laws of the corporation are to be made by the membership and may be altered, amended, and or rescinded by a majority vote of the said members present and voting at any meeting providing that the notice of the proposed amendment including a copy thereof have been submitted to the Board of Directors and membership at least ten (10) days prior to the date of the regular or special meeting. The quorum for any meeting shall be established in the by-laws of the

corporation.

ARTICLE XII

AMENDMENTS: These Articles of Incorporation may be amended when such amendment is consistent with the intent and in the best interest of this corporation and has been approved by a majority vote of the membership entitled to vote, providing that the notice of the proposed amendment including a copy thereof have been submitted to the Board of Directors and membership at least ten (10) days prior to the date of the regular or special meeting, in which the Articles of Incorporation are proposed to be amended.

IN WITNESS WHEREOF, the undersigned subscribers of this corporation have hereby set hands unto these Articles of Incorporation and bearing their hands unto these Articles of Incorporation and bearing an authentic signature which is affixed to this document, this 27 day of January 1998, A. D. By my signature below I hereby accept designation as registered agent.


Aleta Radcliffe King, Registered Agent **Incorporator**
61 A&L Drive
Quincy, FL 32351

2-9-98

Date

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The above person known subscriber personally appeared before me and identified himself as sworn by an authentic signature in execution of these Articles of Incorporation.

Notary

Seal

Commission Expiration Date

Date

THIS INSTRUMENT PREPARED BY: Wenworth Corporation, Post Office Box 655, New Brockton, AL 36351, Telephone (334) 347-6120, Facsimile (334) 347-2295, E-mail: wencorp@snowhill.com.