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FILED  
98 MAR 20 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 4, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

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700002455347-4  
-03/12/98-01063-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: A Friend in Need Foundation

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward confirmation to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	35.00
	<u>\$70.00</u>

Thank you for your assistance in this matter.

Sincerely,

*James L. Rose/bjr*  
James L. Rose

JLR/bjr  
Encs.

Wc 6394

R. CHESSEY MAR 23 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 13, 1998

JAMES L ROSE ESQUIRE  
P O BOX 2599  
DAYTONA BEACH, FL 32115

SUBJECT: A FRIEND IN NEED FOUNDATION  
Ref. Number: W98000005616

FILED  
98 MAR 20 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for A FRIEND IN NEED FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 998A00013724

Articles of Incorporation  
Of  
Florida Nonprofit Corporation

FILED  
98 MAR 20 PM 1:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I

CORPORATE NAME

The name of this corporation is A FRIEND IN NEED FOUNDATION, INC..

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 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 religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify if 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

### 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, 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 109 Kon Tiki Terrace, Port Orange, FL 32119 on MAY 15, 1998 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, 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:

<u>Name</u>	<u>Address</u>
Anthony J. Vinti	109 Kon Tiki Terrace Port Orange, FL 32119
George King	201 Devon Street Port Orange, FL 32127
Joseph A. Vinti	20 Cedar Street Port Orange, FL 32127

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:

<u>Name</u>	<u>Address</u>
President: <i>Anthony J. Vinti</i>	(SAME)
Vice President: <i>GEORGE KING</i>	(SAME)
Secretary: <i>JOSEPH A. VINTI</i>	(SAME)
Assistant:	

#### 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 purposed 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 names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Anthony J. Vinti	(same as above)

## 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 religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE  
PRINCIPAL OFFICE

The address of the corporation's registered office shall be 109 Kon Tiki Terrace, Port Orange, FL 32119 and the name of its registered agent at said address shall be Anthony J. Vinti.

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 4th day of MARCH, 1998.

WITNESSED BY:

Benjamin L. Smith

Subscriber

Barbara Young

Subscriber

[Signature]

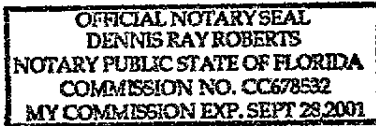
Subscriber


[Signature]  
Registered Agent I am familiar with and  
hereby accept the duties and responsibilities  
as Registered Agent.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared and Anthony J. Vinti, George King and Joseph A. Vinti, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of MARCH, 1998.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

FILED  
98 MAR 20 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA