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May 7, 1998

VIA: COURIER

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/08/98--01085--024  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Subject: Central Florida Post Card Club, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation:

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:  
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: Jay Van Heyde, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA POST CARD CLUB, INC.

The undersigned, desiring to form a not-for-profit corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby certifies and acknowledges that:

ARTICLE I

Name

The name of the Corporation is CENTRAL FLORIDA POST CARD CLUB, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is 1612 Lawndale Circle, Winter Park, Florida 32792, and its mailing address is Post Office Box 3712, Winter Park, Florida 32790.

ARTICLE III

Duration

The existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for educational purposes contemplated by Internal Revenue Code §501(c)(3) (the "Code"), including for such purposes, but without limitation thereon, to explore the history and value of post cards, to exchange information on post card collecting, to conduct educational seminars, and to further the educational value of post card collecting.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit

corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and admissions, and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above educational purposes.

#### ARTICLE V

##### No Personal Benefit

Except as permitted by the Act and the Code, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 above. It is intended that this Corporation shall have, and continue to have, the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code.

#### ARTICLE VI

##### Prohibited Acts

The Corporation shall not discriminate in any way against any person on the basis of race, color or religion. 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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE VII

##### Distribution of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes similar to those of this Corporation to one or more entities that, at the

time of such distribution, are operated exclusively for these purposes and Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in the preceding sentences or to such entity or entities described in Sections 170(c)(2) and 501(c)(3) of the Code as said court shall determine. In no event shall such assets inure to the benefit of any member or other private individual.

#### ARTICLE VIII

##### Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

#### ARTICLE IX

##### Initial Registered Office and Registered Agent

The street address of the Corporation's initial registered office shall be 1612 Lawndale Circle, Winter Park, Florida 32792 and the name of the Corporation's initial registered agent at the registered office shall be Linda E. Mayfield.

#### ARTICLE X

##### Number of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the Board of Directors or the members in accordance with the By-Laws of this Corporation. Directors, as such, shall not receive compensation for their services. The Board of Directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the Board of Directors. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

## ARTICLE XI

### Initial Board of Directors

The initial members of the Board of Directors (and their addresses) who shall serve until their successors have been elected, are:

<u>Name</u>	<u>Address</u>
Linda E. Mayfield	1612 Lawndale Circle Winter Park, Florida 32792
Larry Stiles	1505 North Carolwood Blvd. Fern Park, Florida 32730
Tina Yeargain	623 Northbridge Drive Altamonte Springs, Florida 32714

## ARTICLE XII

### Incorporator

The name and address of the incorporator of the Corporation is Linda E. Mayfield, 1612 Lawndale Circle, Winter Park, Florida 32792.

## ARTICLE XIII

### Amendment of Statutes

Any reference in these Articles of Incorporation to a section of the Code or to the Act shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law or Florida not-for-profit corporation law.

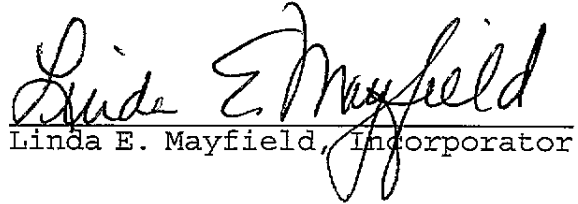
## ARTICLE XIV

### Amendment of Articles

Amendments to the Articles of Incorporation of the Corporation shall be adopted by a majority vote of the members of the Corporation entitled to vote on such amendments. The vote of members on any such amendments shall be at an annual, regular or special meeting of the members or by written consent signed by a majority of the members in accordance with Florida Statutes Section 617.0701 and any member may vote on such amendments by proxy. If

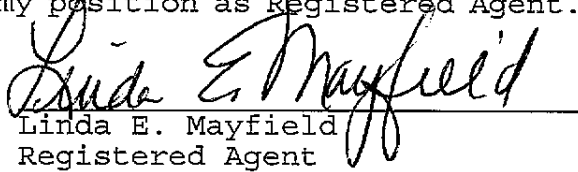
there are no members, such amendments may be adopted by a majority vote of the Board of Directors.

Dated: April 23, 1998

  
Linda E. Mayfield, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Linda E. Mayfield  
Registered Agent

Dated: April 23, 1998

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**