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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
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NAME: STRATEGIC POLICIES INSTITUTE, INC.

AUDIT NUMBER.....H98000011915

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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Secretary of State

June 26, 1998

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: STRATEGIC POLICIES INSTITUTE, INC.
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**ARTICLES OF INCORPORATION
OF
STRATEGIC POLICIES INSTITUTE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates himself for the purpose of establishing a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is Strategic Policies Institute, Inc. For convenience the corporation may be referred to in this instrument as the "Corporation".

**ARTICLE II
ADDRESS**

The address of the Corporation is 3409 Industrial 27th Street, Ft. Pierce, FL 34946.

**ARTICLE III
PURPOSE**

A. The Corporation is organized exclusively for the promotion of charitable, religious and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with a specific purpose of the advancement of education by training individuals for the purpose of improving or developing their capabilities. In addition, the Corporation will lessen the burden of government by providing personnel to perform essential governmental functions.

B. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual; (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporations shall be distributed to one or more public charities, which shall be selected by the Board of Directors of the Corporation, provided however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of

Mark M. Hasner FL Bar Member 134112
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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the Code.

E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purposes.

ARTICLE IV TERM

This Corporation shall be perpetual existence unless sooner dissolved by law.

ARTICLE V DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

Dr. Charles Murphy
21 American Blvd.
Rossville, GA 30741

Nancy Murphy
21 American Blvd.
Rossville, GA 30741

Ronald Murphy
21 American Blvd.
Rossville, GA 30741

Felix Denmon
3409 Industrial 27th Street
Ft. Pierce, FL 34946

Sherry Denmon
3409 Industrial 27th Street
Ft. Pierce, FL 34946

David Denmon
3409 Industrial 27th Street
Ft. Pierce, FL 34946

James P. LaRose
2404 Lakeside Drive
Frederick, MD 21702

Kristen J. LaRose
2404 Lakeside Drive
Frederick, MD 21702

Dr. John Waters
1815 Union Avenue
Chattanooga, TN 37404

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**ARTICLE VI
POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

**ARTICLE VII
REGISTERED AGENT**

The Registered Agent for the corporation shall be Felix Denmon whose address is:

3409 Industrial 27th Street
Ft. Pierce, FL 34946

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Mark M. Hasner
250 Australian Avenue South
Suite 1100
West Palm Beach, FL 33401

**ARTICLE IX
INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a director or

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officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party, the indemnification described above shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X BY-LAWS

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting of the Board of Directors held for that purpose, provided, however, that no amendment shall be effective unless approved by Board members representing at least three-fourths (3/4) of the total votes of the members of the Board.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the Board of Directors upon notice given as provided in the By-laws of intention to submit such amendments to the Board. Any amendments proposed for a vote at a regular meeting of the members must be approved by seventy-five percent (75%) of the votes cast at such meeting.

ARTICLE XII OFFICERS

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

The first officers of the corporation shall serve until such time as they resign, are removed, or their successors are duly qualified and elected, and they shall be:

President

Dr. Charles Murphy
21 American Blvd.

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Rossville, Georgia 30741

Vice President James P. LaRose
2404 Lakeside Drive
Frederick, Maryland 21702

Secretary Sherry Denmon
3409 Industrial 27th Street
Ft. Pierce, Florida 34946


Treasurer Felix Denmon
3409 Industrial 27th Street
Ft. Pierce, Florida 34946

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of June, 1998.


MARK M. HASNER

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26 day of June, 1998 by Mark M. Hasner who is personally known to me or who has produced his Florida driver's license as identification and did/did not take an oath.


Notary Public, State of Florida
Name (printed): Frances E. Phillips
My commission expires:



SP1 Articles

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
STRATEGIC POLICIES INSTITUTE**

STRATEGIC POLICIES INSTITUTE does hereby appoint FELIX DENMON to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.



FELIX DENMON
by Mark M. Hasner, as Attorney-in-fact

Date: June 25, 1998

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TALLAHASSEE, FLORIDA

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