

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 21 AM 11:51

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International Research
Society, Inc.

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- ☒ Art of Inc. File Cert.
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

Signature _____

Requested by: CD

Name _____

Date 7-21-98

Time 11:00

Walk-In _____

Will Pick Up _____

RP
07-21-98

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL RESEARCH SOCIETY, INC.

A NOT FOR PROFIT CORPORATION

In compliance with the requirements of Florida Statutes, Chapter 617 (1995), the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is INTERNATIONAL RESEARCH SOCIETY, INC., a Florida corporation not for profit (hereafter called the "Association").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 369 North New York Avenue, Third Floor, Winter Park, FL 32789.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 369 North New York Avenue, Third Floor, Winter Park, Florida, 32789 and Jesse E. Graham, Jr. is hereby appointed the initial registered agent of this Association at that address.

ARTICLE IV - PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and is formed exclusively for charitable purposes including to receive contributions and pay them over to organizations as described in Section 501(c) (3) of the Internal Revenue Code (the "Code") and exempt from taxation under section 501(a) of the Code, and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit

Corporation Act by law may now or hereafter have or exercise, provided same is exclusively in furtherance of such charitable purposes.

This Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

No part of the net earnings of this Corporation shall inure to the benefit, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

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 (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 Federal Tax Code).

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government for public purposes.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Jesse E. Graham, Jr.	369 North New York Avenue, Third Floor Winter Park, Florida 32789

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Corporation; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation. The initial Board of Directors shall consist of the following three (3) Directors, who shall serve until their resignation or removal and the appointment or election of their successors as provided in the Bylaws, as the case may be.

Mary Smedley Collier

1304 Spring Lake Drive
Orlando, FL 32804

David Leroy Smedley

Calle 44 No. 399 Depto. 6x21
Fracc. Los Pinos, Merida
Yucatan, Mexico

Joan Louise Smedley

570 Hartley Place
Orlando, FL 32805

ARTICLE VII - DURATION

The Corporation shall exist perpetually, unless sooner dissolved by the unanimous vote of the Board of Directors and satisfied by the vote of the members, if any, or set forth in the By-Laws, and in accordance with Florida Law.

ARTICLE VIII - AMENDMENTS

Amendment of these Articles requires the approval of at least sixty-six and two-thirds percent (66 2/3%) of the members entitled, and in the absence of membership, then by the approval of a majority of the members of the Board of Directors then in office and entitled to vote.

ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 20th day of July, 1998.

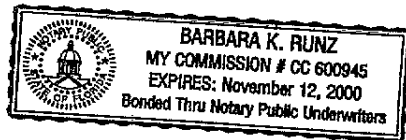
Signed, sealed and delivered
in the presence of:

INCORPORATOR:

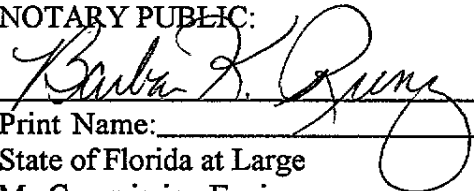

Print Name: JESSE E. GRAHAM, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

July The foregoing instrument was acknowledged before me this 20 day of July, 1998 by Jesse E. Graham, Jr. who is personally known to me.



NOTARY PUBLIC:


Print Name: _____
State of Florida at Large
My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHO PROCESS MAY BE SERVED

Pursuant to Florida Statutes §48.091 and §617.0501, the following is submitted, in compliance with said acts:

FIRST, that INTERNATIONAL RESEARCH SOCIETY, INC., a not-for-profit corporation, desiring to organize under Chapter 617, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789 has designated Jesse E. Graham, Jr., 369 N. New York Avenue, Winter Park, Florida, 32789 as its Registered Agent to accept service of process within this State.

Having been designated as Registered Agent for the above-stated corporation at the place named in this Certificate, I hereby accept the appointment as Registered Agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with §617.0501, Florida Statutes, and I hereby agree to keep open the above named office as prescribed by §48.091, Florida Statutes.

DATED: July 20, 1998



JESSE E. GRAHAM, JR.