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TRANSMITTAL LETTER

FILED

98 NOV - 12PM 3:26

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002672440--1  
-10/26/98--01088--018  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT:

NLA - FLORIDA, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:



Eric P. Lawrence  
1207 NW 6th Ave.  
Ft Lauderdale, FL 33311

City, State & Zip

Daytime Telephone number

AUTHORIZATION BY PHONE TO  
CORRECT

DATE

DOC. EXAM.

954-564-2900

P. Hall

NOV 12 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

of

**NLA-FLORIDA, INC.**  
(a corporation not for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s), acting as incorporators of **NLA-FLORIDA, INC.**, under the Florida Not for Profit Corporation Act, adopts the following articles of incorporation.

**ARTICLE I      NAME & LOCATION**

The name of the corporation is **NLA-FLORIDA, INC.**, a Florida not for profit corporation (the "Corporation") and the initial principal office is 1207 NW 6 Avenue, Ft Lauderdale, FL 33311. The initial mailing address of the Corporation is P O Box 4911, Ft Lauderdale, FL 33338-4911

**ARTICLE II      DURATION**

The Corporation shall exist perpetually unless terminated in accordance with the laws of the State of Florida.

**ARTICLE III      PURPOSE**

The corporation is formed for such charitable purposes as will qualify is as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986 or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the Corporation is specifically organized to establish and maintain a communication, information, education and support network for the brothers and sisters of the Leather/SM/Fetish community.

**ARTICLE IV      ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provision of any future United States Internal Revenue law.

**NLA-FLORIDA, INC.**  
**ARTICLES OF INCORPORATION**  
Page 2

**ARTICLE V            DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of any Member, 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 affection one or more of its purposes), and no Member, Director or Officer of the Corporation or any private individual shall be entitle to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE VI           INITIAL DIRECTORS**

The number of Directors may be increased or decreased from time to time as authorized by a majority vote of the members, but shall never be less than three (3) persons. Directors shall be elected by a majority vote of the membership at an annual meeting.

The initial board of Directors names and address are as follows:

<b>Eric Lawrence</b>	1207 NW 6 Avenue Ft Lauderdale, FL 33311
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<b>Garry Carlson</b>	1719 Roosevelt Street Hollywood, FL 33020
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<b>Lawrence Fox</b>	2800 NE 18 Terrace Ft Lauderdale, FL 33306
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**ARTICLE VII           INITIAL REGISTERED AGENT AND OFFICE**

<b>Gerald A Armstrong</b>	5944 NE 6 Avenue P O Box 371367 Miami, FL 33137-1367
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**NLA-FLORIDA, INC.**

**ARTICLES OF INCORPORATION**

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**ARTICLE VIII      AMENDMENTS TO ARTICLES OF INCORPORATION**

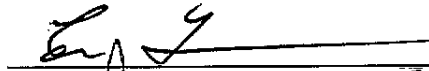
An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

**ARTICLE IX      BYLAWS**

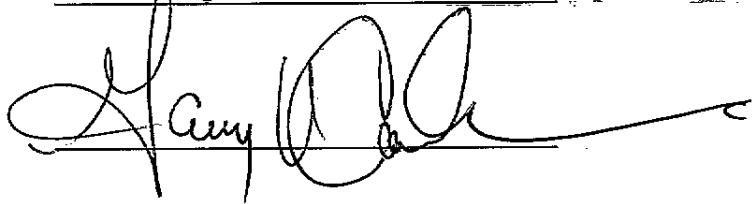
The board of Directors of this corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by the majority vote of the membership at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation.

**IN WITNESS WHEREOF**, the undersigned have made, subscribed and acknowledged these Articles of Incorporation of this 2 day of November, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

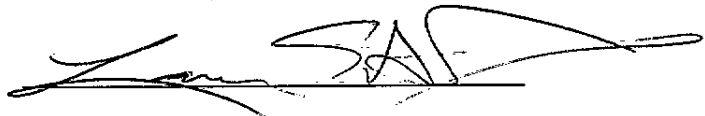
**Eric Lawrence**

A handwritten signature in black ink, appearing to be "Eric Lawrence", written over a horizontal line.

**Garry Carlson**

A large, stylized handwritten signature in black ink, appearing to be "Garry Carlson", written over a horizontal line.

**Lawrence Fox**

A handwritten signature in black ink, appearing to be "Lawrence Fox", written over a horizontal line.

FILED

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**CERTIFICATE AND KNOWLEDGEMENT  
OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT**

OF

***NLA-FLORIDA, INC.***

Pursuant to Florida statutes, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5944 NE 6 Avenue  
P O Box 371367  
Miami, FL 33137-1367

has named: Gerald A Armstrong  
located at aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept of act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)  
305 756-0064