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MIERZWA & ASSOCIATES, P.A.

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FILED

99 JAN 13 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 11, 1999

TRANSMITTAL LETTER

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131.25 **87.50

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

Subject: Firefighters/Paramedics Save Lives, Inc.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy, & certificate

FROM:

MIERZWA & ASSOCIATES, P.A.

By:



RICHARD J. WINKIS
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P. Hall
JAN 15 1999
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ARTICLES OF INCORPORATION
of
Section 501(c)(3) Not-For-Profit Florida Corporation
FIREFIGHTERS/PARAMEDICS SAVE LIVES, INC.

FILED
99 JAN 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desiring to form a not-for-profit corporation under the laws of the State of Florida hereby associate themselves together for the purpose of forming a tax exempt corporation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, hereby certify:

ARTICLE I
NAME

The name of this corporation shall be: FIREFIGHTERS/PARAMEDICS SAVE LIVES, INC., and it shall be located in Palm Beach County, Florida, at 2328 South Congress Avenue, Suite 2B, West Palm Beach, Florida, or at such other place or places within the said County as its members from time to time may determine and designate.

ARTICLE II
OBJECT

Said corporation is organized exclusively for charitable and educational purposes; including, but not limited to conducting demonstrations of Cardiac-Pulmonary Resuscitation techniques; to hold or give entertainments, solicit charitable contributions for distribution to nationally-recognized and locally-recognized bona fide charitable organizations possessed of section 501(c)(3) tax exempt status, other activities necessary or expedient in carrying out the fundamental charitable purpose and object of the corporation, and in general, to do any and all things necessary to carry out and further the charitable purposes and object of the corporation.

ARTICLE III
QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in this corporation shall be as follows:

a) The members of this corporation shall be the undersigned persons. These persons shall be entered upon the Roster of Members of this corporation without further election.

b) No member of the corporation who shall cease to be a member for any reason, shall be deemed to have acquired or continue to hold or maintain any right, claim or interest in and to the said corporation or any of the property, either real or personal, tangible or intangible, or otherwise acquired by this corporation by virtue of his membership in said corporation; no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. 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 the 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 the corresponding section of any future federal tax code.

ARTICLE IV
DURATION OF EXISTENCE

This corporation shall have perpetual existence; however, should the corporation be dissolved, upon said dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V
INCORPORATORS

The names and residences of the subscribers and official incorporators in this Charter and who shall be the first Board of Directors of said corporation, and who shall manage and conduct the affairs of said corporation until the first Annual Meeting, or until their successors are elected and qualify, shall be as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
MICHAEL J. MAYO	6170 Dodd Road Lake Worth, FL 33463
JOHN G. THOMPSON	4945 Sunny Lane West Palm Beach, FL 33415
MICHAEL A. BERGERON	67 W. Palm Avenue Lake Worth, FL 33467

ARTICLE VI

a) The affairs of the corporation shall be managed by a Board of Directors and the officers appointed by said Board. The Board of Directors shall, in accordance with the By-Laws to be prepared, elect or appoint a President, Vice-President, and Secretary-Treasurer. The Board of Directors shall consist of not less than three (3) members and not more than ten (10) members.

b) The Board of Directors shall be authorized and empowered to designate and to employ such assistant secretaries, assistant treasurers and/or Executive Secretary, and other clerical help at such remuneration and for such periods of time and with such powers and duties as the Board of Directors may from time to time determine and prescribe.

c) The Directors of the corporation shall be elected by a vote of its members at its regular Annual Meeting, to be held at the time and place specified and designated in the By-Laws of the corporation, and in such manner and pursuant to such regulations governing such election as may be prescribed in the By-Laws. The Board of Directors shall hold their terms in office as members of such Board as prescribed in the By-Laws of said corporation.

ARTICLE VII OFFICERS & DIRECTORS

The names of the officers who shall manage and conduct the affairs of the corporation until the first Annual Meeting or until their successors are elected and qualify, shall be as follows:

OFFICERS:

MICHAEL J. MAYO, President

JOHN G. THOMPSON, Vice-President

MICHAEL A. BERGERON, Secretary/Treasurer

DIRECTORS:

MICHAEL J. MAYO

JOHN G. THOMPSON

MICHAEL A. BERGERON

Section 1.

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any three of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission; shall be in writing signed by the three members and delivered to the President in less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary shall give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meetings in which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3%) percent of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2.

Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment, or rescission of these Articles either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE VIII

The By-Laws of the corporation shall be adopted at a Special Meeting of the Board of

Directors to be held as soon as practical at the approval of this Charter. Thereafter, the By-Laws may be altered, amended, added to or rescinded by a vote of the membership, which election of vote shall be held in accordance with, and under the provisions of, the By-Laws adopted prior thereto.

Any draft, check or money order that is issued by or on behalf of the corporation shall require the signatures of the Treasurer and one other officer of the corporation, otherwise said check, draft or money order shall be deemed not to have been authorized or approved by the Board of Directors acting on behalf of the corporation, and therefore, any check, draft or money order not having the required two (2) signatures, shall be null and void.

ARTICLE IX
REGISTERED AGENT

The name and address of the registered agent for service is MIERZWA & ASSOCIATES, P.A., its office is located at 3900 Woodlake Boulevard, Suite 212, Lake Worth, Florida 33463.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Firefighters/Paramedics Save Lives, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to § 607.0501(3), Florida Statutes.

MIERZWA & ASSOCIATES, P.A.

By:



MATTHEW J. MIERZWA, JR., for the firm

Jm 11, 1999
DATE

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals at Palm Beach County, Florida, this 31st day of December, 1998.

Michael J. Mayo
MICHAEL J. MAYO

John G. Thompson
JOHN G. THOMPSON

Michael A. Bergeron
MICHAEL A. BERGERON

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MICHAEL J. MAYO, JOHN G. THOMPSON, and MICHAEL A. BERGERON, who being first duly sworn, each for himself deposes and says that they are the subscribers named in and who executed the foregoing proposed Charter of FIREFIGHTERS/PARAMEDICS SAVE LIVES, INC., and that the said corporation was formed for, and that it is intended in good faith to carry out the purposes and object set forth therein.

WITNESS, my hand and official seal at Palm Beach County, Florida, this 6th day of January, 1999.

Susan H. Lallement
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



Susan H. Lallement
MY COMMISSION # CC673127 EXPIRES
December 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.