



LAW OFFICES OF
STADLER & HARRIS, P.A.

N99000000797

Richard E. Stadler
John A. Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 29 AM 11:06

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

June 24, 1998

Re: Articles of Incorporation
GOOD FOR TITUSVILLE, INC.

400002575394--4
-06/29/98-01137-007
****122.50 ****122.50

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for GOOD FOR TITUSVILLE, INC.. In addition, my check in the amount of \$122.50 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 1999

EUGENIA KOLODNEY
832 CRESTWOOD AVE
TITUSVILLE, FL 32796

SUBJECT: GOOD FOR TITUSVILLE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P98000058548) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N99000000797 with the original file date of June 29, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 899A00005649

ARTICLES OF INCORPORATION
OF
GOOD FOR TITUSVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 11:06

The undersigned hereby subscribe to these Articles of Incorporation and execute same for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be GOOD FOR TITUSVILLE, INC., a Corporation not for profit.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, trustee, director, officer or individual.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a)(1) of the Internal Revenue Service Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereafter collectively referred to as the "Code").

The general purpose of the Corporation shall be to recognize and reward people for actions taken for the "good" of the City of Titusville, to promote charity in the City and to provide educational opportunities for the citizens of Titusville, and for all such related lawful activities necessary to carry out the general purpose of the Corporation.

No substantial part of the activities of the Corporation shall consist of carrying on 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.

ARTICLE IV - DISSOLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property and assets shall be conveyed to such other Florida not for profit corporation as the Board of Directors of the Corporation may determine, provided that such other not for profit corporation is operated for purposes similar to those of this corporation. In no event shall the assets and property of the Corporation be sold or transferred to any corporation organized for profit.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is 832 Crestwood Avenue, Titusville, FL 32796. The mailing address for the corporation P. O. Box 6433, Titusville, FL 32782.

ARTICLE VI - POWERS

The corporation shall possess and may exercise all of the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of the State of Florida, together with all powers necessary and convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation.

ARTICLE VII - MEMBERS

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE VIII - DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors consisting of no less than three (3) members. The number of directors, their term, election and qualification shall be as provided in the by-laws. The name and address of the initial directors is as follows:

WILLIAM KOLODNEY	832 Crestwood Avenue Titusville, FL 32796
EUGENIA KOLODNEY	832 Crestwood Avenue Titusville, FL 32796
BRENDA BROWNING	120 N. Carpenter Road Titusville, FL 32796

ARTICLE IX - INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

WILLIAM KOLODNEY	832 Crestwood Avenue Titusville, FL 32796
EUGENIA KOLODNEY	832 Crestwood Avenue Titusville, FL 32796
BRENDA BROWNING	120 N. Carpenter Road Titusville, FL 32796

ARTICLE X - REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

WILLIAM KOLODNEY	832 Crestwood Avenue Titusville, FL 32796
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ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII - BY-LAWS

The By-Laws of the Corporation shall be adopted, altered, amended or repealed only by the vote of the majority of the members of the Board of Directors, except that the initial By-Laws may be adopted by a majority vote of the Incorporators of this Corporation.

ARTICLE XIII - AMENDMENT

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least seventy-five percent (75%) of the current members of the Board of Directors. Amendments shall be effective when a copy thereof has been filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 24th day of June, 1998.

William Kolodney
WILLIAM KOLODNEY

Eugenia E. Kolodney
EUGENIA KOLODNEY

Brenda Browning
BRENDA BROWNING

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for GOOD FOR TITUSVILLE, INC. and agrees to perform all duties and accept all responsibilities imposed by law.

William Kolodney
WILLIAM KOLODNEY

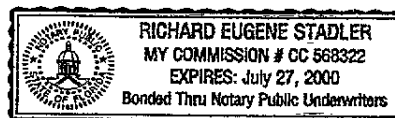
STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared WILLIAM KOLODNEY who produced his driver's license for identification and who took an oath, and who executed the foregoing Articles of Incorporation and Acceptance of Registered Agent and acknowledged before me that he executed the same, this 24th day of June, 1998.

Richard E. Stadler
Notary Public, State of Florida

(S E A L)

My Commission Expires: _____



FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
98 JUN 29 AM 11:06

STATE OF FLORIDA)
COUNTY OF BREVARD)

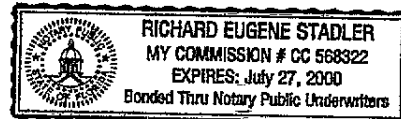
BEFORE ME, the undersigned authority, personally appeared
EUGENIA KOLODNEY, who produced her driver's license for
identification and who took an oath, and who executed the
foregoing Articles of Incorporation and acknowledged before me
that she executed the same, this 24th day of
June, 1998.

Richard E. Stadler
Notary Public, State of Florida

(S E A L)

My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF BREVARD)



BEFORE ME, the undersigned authority, personally appeared
BRENDA BROWNING, who produced her driver's license for
identification and who took an oath, and who executed the
foregoing Articles of Incorporation and acknowledged before me
that she executed the same, this 24th day of
June, 1998.

Richard E. Stadler
Notary Public, State of Florida

(S E A L)

My Commission Expires: _____

