

N99000000937



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 133654 11381A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pysz

Patricia Pysz

ORDER DATE : February 12, 1999

ORDER TIME : 1:43 PM

ORDER NO. : 133654-005

CUSTOMER NO: 11381A

CUSTOMER: Lawrence W. Smith, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.S. Highway 1
North Palm Beac, FL 33408

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99 FEB 12 PM 2:27

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: NULLI SECUNDUS PROPERTIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JW/12/99

99 FEB 12 PM 5:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NULLI SECUNDUS PROPERTIES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 5:38

The undersigned, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate for that purpose. This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE I
Name

The name of the corporation shall be NULLI SECUNDUS PROPERTIES, INC.

ARTICLE II
Purpose

The purposes for which the Corporation is organized are as follows:

1. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
2. To own, sell, mortgage, lease or otherwise deal with property for educational or charitable purposes or to benefit education or charity.
3. To operate exclusively in any other manner for such charitable and educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, including private foundations and private operating foundations.
4. To do all and everything necessary and appropriate for the accomplishment of the purposes enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the objectives of the Corporation.

ARTICLE III
Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation is 11000 Ellison Wilson Road, North Palm Beach, Florida 33408.

ARTICLE IV
Board of Directors and Officers

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall initially be four (4) persons. The Board of Directors of this Corporation shall be elected as set forth in the Bylaws. The names and post office address of the initial Directors and officers who shall hold office for the first year of the Corporation's existence or until their successors have been elected and qualified are as follows:

Name:

Address:

Henry Fong Director	3155 Miro Drive North Palm Beach Gardens, Florida 33410
Tana Gaskill Director	2610 Bordeaux Court Palm Beach Gardens, Florida 33410
Hal Reed Director	12298 Indian Road North Palm Beach, Florida 33408
Rod Kehl Director	173 South Hampton Drive Jupiter, Florida 33458

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V
Earnings and Activities of the Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VI
Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
Incorporator

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

<u>Name:</u> Henry Fong	<u>Address:</u> 3155 Miro Drive North Palm Beach Gardens, FL 33410
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ARTICLE VIII
Membership

The qualification for members and the manner of their admission shall be regulated by the By-Laws for the Corporation.

ARTICLE IX
Registered Agent

The name of the initial registered agent and the address of the initial registered office of the Corporation is as follows:

<u>Name:</u> Henry Fong	<u>Address:</u> 3155 Miro Drive North Palm Beach Gardens, FL 33410
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ARTICLE X
Amendment of Articles

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute and in the By-Laws of the Corporation, and all rights conferred upon members hereof are granted subject to this reservation.

ARTICLE XI
Amendment of By-Laws


Subject to the limitations contained in the By-Laws, and any limitations prescribed by statute, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII
Dedication of Assets

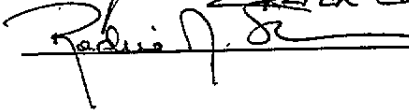
The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein, for the purpose of forming this nonprofit corporation, has made and subscribed these Articles of Incorporation this 11th day of February, 1999, and the undersigned registered agent hereby states that ~~he~~ is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:



PETER COWIE



Rodina M. Schramm

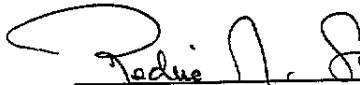


Henry Fong, Registered Agent

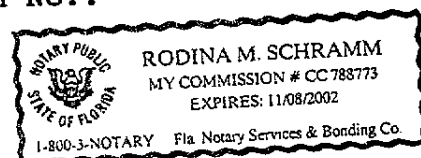
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Henry Fong, to me personally known ~~or who provided~~ _____ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 11th day of February, 1999.



Notary Public
My Commission Expires:
Commission No.:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this Corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

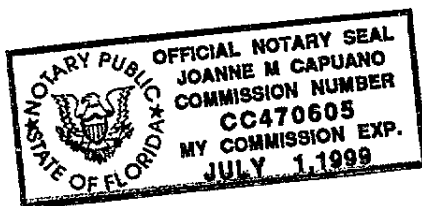
[Signature]
Registered Agent

Dated: 2/11/99

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Henry Fong, to me personally known or who provided _____ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 11th day of February, 1999.



Joanne M Capuano
Notary Public
My Commission Expires: 7-1-99
Commission No. CC470605