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1029 WEST MAGNOLIA STREET  
LEESBURG, FLORIDA 34748

March 3, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/05/99--01080--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Re: FRIENDS OF UNDERSTANDING, INC.

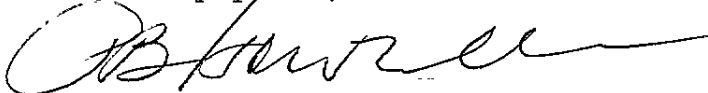
Please find enclosed herewith the following:

1. Original and duplicate original of proposed Articles of Incorporation for the above-named corporation.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBH:sm  
Encls.

FILED  
99 MAR -5 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
3-10-99  
1

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF UNDERSTANDING, INC.**

**FILED**  
99 MAR -5 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, with other persons being desirous of forming a not-for-profit corporation for educational and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of this corporation is FRIENDS OF UNDERSTANDING, INC..

**ARTICLE II - PURPOSE**

The purposes for which this corporation is organized are exclusively cultural, social, historical, agricultural, charitable and educational within the meaning of Section 501(c)(3) 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, this corporation shall not carry on any other activities not permitted to be carried on by an organization 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.

**ARTICLE III - MEMBERSHIP**

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons who shall meet the following qualifications for membership and who shall be admitted, in the

following manner: In order to qualify for membership in this corporation, a prospective member must be recommended by a member of the corporation and approved by a unanimous vote of the Board of Directors.

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have a perpetual existence, unless it shall be dissolved according to the laws of the State of Florida.

#### **ARTICLE V - SUBSCRIBERS**

The name and residence of the subscriber to these Articles Of Incorporation is as follows:

**RONALD RAY MILLER**

**1017-A West Dixie Avenue  
Post Office Box 490066  
Leesburg, Florida 34749-0066**

#### **ARTICLE VI - OFFICERS**

1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for, in the By-Laws.

2. The names and addresses of the persons who are to serve as officers and directors of the corporation until the first meeting of the Board of Directors or until their successors are duly elected are:

**President, Treasurer  
& Director**

**RONALD RAY MILLER  
1017-A West Dixie Avenue  
Leesburg, FL 34748**

**Vice President &  
Director**

**DAVID JAY MILLER  
2327 West Main Street  
Leesburg, FL 34748**

**Secretary & Director**

**KIMBERLY ANN MILLER  
1017-A West Dixie Avenue  
Leesburg, FL 34748**

**Director**

**DANISH BUSHRUI  
1006 Bradford Drive  
Winter Park, FL 32792**

**Director**

**FRANCAIS ABDALLAH  
10940 Jewel Box Lane  
Tamarac, FL 33321**

3. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

#### **ARTICLE VII - BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased, or decreased, from time to time, by the By-Laws, but shall never be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

#### **ARTICLE VIII - BY-LAWS**

1. The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary, from time to time.

2. Upon proper notice, the By-Laws may be amended, altered or rescinded only by a unanimous vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE IX - AMENDMENTS**

These Articles Of Incorporation may be amended, altered, or rescinded only by a majority vote of those members of the Board of Directors present at any special meeting called for that purpose.

#### **ARTICLE X - DESIGNATION OF REGISTERED AGENT**

The principal office of this corporation shall be at 1017-A West Dixie Avenue, Leesburg, Florida 34748, or such other place as may be selected by the Board of Directors. The initial Registered Agent of this corporation shall be RONALD RAY MILLER, whose address is 1017-A West Dixie Avenue, Leesburg, Florida 34748.

#### **ARTICLE XI - NON-PROFIT STATUS**

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. This corporation shall be authorized to exercise the powers permitted to corporations under Chapter 617 of the Florida Statutes, provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized, as described in Section 501(c)(3) of the Internal

Revenue Code, or any amendment thereto.

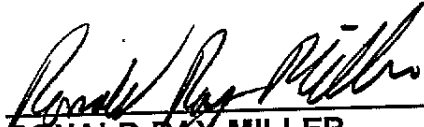
#### ARTICLE XII - POWERS

In order to promote the purposes of this corporation, it may acquire by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

#### ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Fifth Judicial Circuit of Florida, in and for Lake County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I, the undersigned subscriber to these Articles Of Corporation have hereunto set my hand and seal this 3RD day of March, 1999, for the purpose of forming this corporation, not for profit, under the laws of the State of Florida.

  
\_\_\_\_\_  
RONALD RAY MILLER  
(also as Registered Agent)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FRIENDS OF UNDERSTANDING, INC.

2. The name and address of the registered agent and office is:

RONALD RAY MILLER  
1017-A West Dixie Avenue  
Leesburg, Florida 34748

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3RD day of March, 1999.

  
\_\_\_\_\_  
RONALD RAY MILLER

**FILED**  
99 MAR -5 PM 12:20  
SECOND JURY OF STATE  
TALLAHASSEE, FLORIDA