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The Broome Law Firm, P.A.

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Charles F. Broome

Richard C. Broome

Christopher E. Broome*

March 23, 1999

*Also admitted in District of Columbia

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-03/29/99--01035--011
*****78.75 *****78.75

RE: Transformation Titusville Coalition, Inc.

Gentlemen:

Enclosed you will find the following for the above-referenced corporation:

- [1] Original and one (1) copy of the Articles of Incorporation;
- [2] Our check in the amount of \$78.75 representing the filing fee, charter tax, certification fee, and Designation of Registered Agent fee; and
- [3] Certification and Acknowledgment of Registered Agent.

I would appreciate your filing the Articles of Incorporation and certifying the copy and returning same to us at your earliest convenience.

Very respectfully,

THE BROOME LAW FIRM, P.A.

By CEB
Christopher E. Broome

CEB:pob
Encl.

BMC
4/2/99

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99 MAR 29 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 MAR 29 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TRANSFORMATION TITUSVILLE COALITION, INC.,
a Non-Profit Corporation

To further common purposes, the undersigned persons agree to organize under these Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be **TRANSFORMATION TITUSVILLE COALITION, INC., a Non-Profit Corporation**. The street and mailing address is 555 South Washington Avenue, Titusville, Florida 32781.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporations Not For Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

The general nature and purposes of this corporation are as follows:

[1] Develop the means to ensure that the citizens and families of Titusville are pleased with the quality of service and life, and develop a measurement system with which to gauge their level of satisfaction.

[2] Develop a comprehensive plan to improve and maintain the City's infrastructure and aesthetic beauty and to encourage a sense of community.

[3] Create a process to develop quality leadership throughout the community in order to achieve the objectives and mission of these purposes.

[4] Develop and implement a plan to educate and encourage all segments of our community to be committed to and involved in the achievement of our objectives and mission.

[5] Develop a plan to create new events and to continually coordinate, organize and communicate all information regarding cultural, educational and employment opportunities for the benefit of our citizens and visitors.

[6] Have a consistent plan to attract diverse employment opportunities to our community.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codes), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

This corporation is organized and operated exclusively for non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) (or corresponding section of any future Federal Tax Code) purposes. 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 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 corresponding section of any future Federal tax code).

ARTICLE IV

TERM

This corporation shall have a perpetual existence.

ARTICLE V

MEMBERSHIP

Members shall qualify by agreeing to the purposes as set forth in Article III, and shall be admitted into membership upon a unanimous vote of the Directors. There shall be one class of members only. All voting rights and other rights, interests, and privileges of each member shall be equal.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

(a) BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three Directors. The number of Directors herein provided for may be changed by a By-Law duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

George Mosakowski

2580 Royal Oak Drive
Titusville, FL 32780

Ron Thorstad

4747 S. Washington Avenue #151
Titusville, FL 32780

Christopher E. Broome

915 S. Washington Avenue
Titusville, FL 32780

(b) ELECTIVE OFFICERS. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer. Other officers and offices may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

Ron Thorstad	President
	Treasurer
George Mosakowski	Vice President
	Secretary

ARTICLE VII

OFFICE: IDENTIFICATION OF REGISTERED AGENT

(a) The address of this corporation's initial Registered Office in the State of Florida is 915 South Washington Avenue, Titusville, FL 32780.

(b) The name of the corporation's initial Registered Agent at the above address is CHRISTOPHER E. BROOME.

ARTICLE VIII

INCORPORATORS

The names and residences of the incorporators to these Articles of Incorporation are as follows:

George Mosakowski	2580 Royal Oak Drive Titusville, FL 32780
Ron Thorstad	4747 S. Washington Ave. #151 Titusville, FL 32780

ARTICLE IX

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, by the members in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by

a unanimous vote of a quorum of members of the corporation.

ARTICLE XI

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:


This corporation shall have one class of membership. Any person shall be qualified to become a member upon unanimous vote of the directors and upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state. All voting rights and other rights, interests, and privileges of each member shall be equal.

DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future Federal Tax Code).

The undersigned, constituting the incorporators of this corporation for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 23rd day of March, 1999.

 (SEAL)
GEORGE MOSAKOWSKI

 (SEAL)
RON THORSTAD

 (Seal)
CHRISTOPHER E. BROOME

STATE OF FLORIDA
COUNTY OF BREVARD

SS:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **GEORGE MOSAKOWSKI**, who [] is personally known to me (or) [X] produced the following identification: Florida Driver's License, who is described as an incorporator in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation, this 23rd day of March, 1999.



Pamela O. Brookes
MY COMMISSION # CC629681 EXPIRES
April 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

Pamela O. Brookes

Notary Public
State of Virginia
Commission Number CC629681
My Commission Expires April 14, 2001

STATE OF FLORIDA
COUNTY OF BREVARD

SS:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **RON THORSTAD**, who [] is personally known to me (or) [X] produced the following identification: Florida Driver's License, who is described as an incorporator in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation, this 23rd day of March, 1999.



Pamela O. Brookes
MY COMMISSION # CC629681 EXPIRES
April 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

Pamela O. Brookes

Notary Public
State of Virginia
Commission Number CC629681
My Commission Expires April 14, 2001

STATE OF FLORIDA

SS:

COUNTY OF BREVARD

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **CHRISTOPHER E. BROOME**, who [X] is personally known to me (or) [] produced the following identification: _____, who is described as an incorporator in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation, this 23rd day of March, 1999.



(NOTARY SEAL)

Pamela O. Brookes
MY COMMISSION # CC629681 EXPIRES
April 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC

Pamela O. Brookes

Notary Public
State of Virginia
Commission Number CC629681
My Commission Expires April 14, 2001

FILED

99 MAR 29 AM 11:17

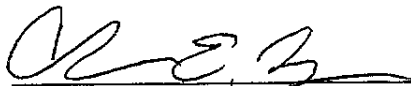
**CERTIFICATION and ACKNOWLEDGMENT
OF REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

TRANSFORMATION TITUSVILLE COALITION, INC., a Non-Profit Corporation

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in these Articles, 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.



CHRISTOPHER E. BROOME

Signature of Registered Agent

March 23, 1999

Date