

N99000002198

**J. DAVID POBJECKY P.A.**

786 AVENUE C. S.W.  
P.O. DRAWER 7323  
WINTER HAVEN, FLORIDA 33883-7323

J. DAVID POBJECKY  
BOARD CERTIFIED TAX LAWYER  
ALSO LICENSED IN TEXAS

AREA CODE 941  
PHONE 294-0602  
FAX ON REQUEST

April 5, 1999

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

Re: Articles of Incorporation of HANDS ON HISTORY, INC.

Dear Madam or Sir:

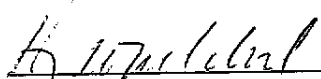
Pursuant to your letter of March 29, 1999 enclosed please find an original and copy of the abovementioned Articles of Incorporation together with a signed check which you had returned with your letter. Article IV is complete and so is Article V. The page upon which these were printed was inadvertently not included with the original filing.

If you have any questions please do not hesitate to contact my office at the above address and phone number.

Thank you for your cooperation.

500002832165--6  
-04/07/99--01073--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

  
Henry Whelchel  
Paralegal

**FILED**  
99 APR -9 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BR 4-9-99  
W99-7511



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 29, 1999

HENRY WHELCHER, PARALEGAL  
PO DRAWER 7323  
WINTER HAVEN, FL 33883-7323

SUBJECT: HANDS ON HISTORY, INC.  
Ref. Number: W99000007511

We have received your document for HANDS ON HISTORY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check along with this document in order to complete your filing.

Article IV is not complete and Article V is not in the articles at all.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 499A00015740

**ARTICLES OF INCORPORATION  
OF  
HANDS ON HISTORY, INC.**

**FILED**  
99 APR -9 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
NAME**

The name of this Corporation shall be HANDS ON HISTORY, INC., and its principal place of business shall be in the City of Lakeland, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

**ARTICLE II  
PURPOSES AND POWERS**

This corporation is organized not for profit and the objects and purposes to be transacted and carried on are:

1. The general purposes of the corporation are to operate solely and exclusively as a charitable, scientific, literary and educational organization including:

A. World History and Technological Advancement.

2. To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, the Corporation shall have the power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal

property in Florida, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up this Corporation, voluntarily or involuntarily or by operation of law, the following provisions shall apply:

A. This Corporation shall not have or exercise any power or authority either expressly by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

C. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures for services actually made or rendered to or for the Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. Upon dissolution of this Corporation, the governing body shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

The Corporation shall have all powers authorized under Florida Statute 617.021.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

### **ARTICLE III** **CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the directors of this Corporation. This article may be amended from time to time in the bylaws of the Corporation by a two-thirds (2/3) vote of the directors of the Corporation.

### **ARTICLE IV** **EXISTENCE**

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

### **ARTICLE V**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of this Corporation shall be located in the City of Lakeland, County of Polk, State of Florida, and the post office address of said principal office of the Corporation shall be 701 North Florida Avenue, Lakeland, Florida 33801.

**ARTICLE VI**

**BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be no fewer than three (3) but may be more than three (3) as provided by the By-Laws.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Mark Williams	701 N. Florida Ave., Lakeland, FL 33801
Jacqueline Williams	426 Calmola Dr., Lakeland, FL 33803
J. David Pobjecky	786 Avenue C. S.W., Winter Haven, FL 33883

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE**

The street address of the initial registered office is 701 North Florida Avenue, Lakeland, Florida 33801, and the name of the initial registered agent at that office is Mark Williams.

**ARTICLE IX**  
**INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Name

Mark Williams

Address

701 North Florida Avenue  
Lakeland, Florida 33801

**ARTICLE X**

**BY-LAWS**

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI**

**AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Corporation and all rights conferred upon the members herein are granted subject to this reservation.

I, the undersigned, being the original subscriber and incorporator of the foregoing Corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of HANDS ON HISTORY, INC.

WITNESS my hand and seal this 23nd day of March, 1999.

  
\_\_\_\_\_  
MARK WILLIAMS

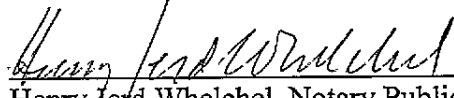
STATE OF FLORIDA

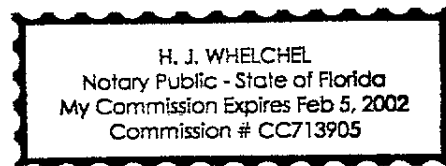
COUNTY OF POLK

I HEREBY CERTIFY that on this 23nd day of March, 1999, before me personally came

MARK WILLIAMS, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Winter Haven, Polk County, Florida, the day and year last above written.

  
Henry J. Whelchel, Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First -- That HANDS ON HISTORY, INC., desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of Incorporation at City of  
Lakeland, County of Polk, State of Florida, has named MARK WILLIAMS, located at 701 North  
Florida Avenue, Lakeland, Florida 33801, as its agent to accept service of process within this  
State.

Having been named to accept service of process for the above stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
Mark Williams, Resident Agent

**FILED**  
99 APR -9 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA