

N9900003524
Phillip E. Kuhn
ATTORNEY AT LAW

Licensed in Tennessee and Florida

1533 Tomahawk Trail South
Lakeland, Florida 33813
(941) 644-1482

Of Counsel

J. DAVID POBJECKY, P.A.
786 Avenue "C" S. W.
Winter Haven, FL 33880
(941) 294-0602

June 1, 1999.

000002893550--0
-06/03/99--01029--015
****122.50 *****78.75

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

Re: Citizens for Truth in Government Association, Inc.

Dear Sir/Madam:

Enclosed is new Articles of Incorporation for Citizens for Truth in Government Association, Inc. The filing fee of \$122.50 is enclosed.

Please forward a certified copy of same when filed at your earliest convenience.

Thank you for your time and cooperation in this matter.

Sincerely,

Phillip E. Kuhn
Phillip E. Kuhn

PEK/nsk

Enclosure

FILED
99 JUN -3 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-8
WS

ARTICLES OF INCORPORATION
OF
CITIZENS FOR TRUTH IN GOVERNMENT ASSOCIATION, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be: **CITIZENS FOR TRUTH IN
GOVERNMENT ASSOCIATION.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:
3500 Flight Line Road, Lakeland, Florida 33811.

ARTICLE III

PURPOSES

The specific purpose(s) for which the corporation is organized is (are):

A. The corporation is organized and operated exclusively for charitable, religious, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. Subject to the restrictions set forth in Article III A above, the corporation is organized and operated for the following purposes:

1. To exercise all lawful constitutional and statutory rights to petition and request of all governmental agencies, offices, boards and commissions the release of all information pertaining to the expenditure of public money and all information and facts pertaining to any public decision on any issue of public significance.

2. To collect, maintain, analyze and publish all information and facts gathered from the exercised right of petition.

FILED
99 JUN -3 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. To establish and publish acceptable standards of openness and candor relevant to the public acts and decisions of all governmental boards, agents, officers, commissions and public title holders.

4. To furnish observers and recordation agents at meetings of all governmental boards, agencies and commissions as decided by the Board of Directors.

5. To conduct studies and investigations by lawful means of the operations and functions of governmental agencies, boards, commissions, offices and holders of public title as selected and designated by the Board of Directors.

6. To petition the government and all government agencies, boards, commissions, offices and holders of public title for the redress of public grievances by publication, education, public persuasion, litigation and by all other lawful means.

7. To seek to establish by petition, investigation, publication, persuasion and all other legal means the highest standard of integrity in the accountability of all government agencies, boards, commissions, offices and holders of public title to the private citizen.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:
According to the By Laws of the Association duly adopted.

ARTICLE V

POWERS

A. The corporation shall have, subject to the restrictions set forth in Article IIIA above, the powers, rights, and privileges to conduct any and all business that a corporation organized under the Florida Corporation Act may now or hereafter have or exercise and that is not required to be specifically set forth in these Articles or by any law of the State of Florida; provided, however, that notwithstanding any other provisions of these Articles or any law of the State of Florida, no part of the net earnings, gains, or assets of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private individuals or organizations organized and operated for a profit (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 as herein above stated).

B. 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 be empowered to make the election authorized under Section 501(h) of the Code. 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 herein, the corporation shall not carry on any activities not permitted to be carried on:

1. by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

2. by an organization described in Sections 509(a)(1), (2), and (3) of the Code (as the case may be); or

3. by an organization, contributions to which are deductible under Sections 170(c)(2) or 2522(a)(2) of the Code.

ARTICLE VI

LIMITATIONS OF POWERS

a] In addition to the Powers and Limitation of Powers set forth in V(B)(1)(2)(3) of these Articles of Incorporation, the corporation is expressly prohibited from doing or performing the following functions:

1. the corporation shall not support, endorse nor contribute to any candidate for public office.

2. the corporation shall not be nor become associated with nor support nor endorse nor contribute to any political party, organization or affiliation or identity.

3. the corporation shall not offer nor furnish legal representation to any private individual involved in any private dispute or litigation or any dispute not of public significance for the general welfare of the community at large.

4. the corporation shall not lobby any legislative body to seek to secure specific litigation; nor act or register as a lobbyist.

5. the power of the corporation rests exclusively in maintaining a strict, neutral independence from political process to assure the moral imperative of the integrity of public accountability to the private citizen by governmental agents, agencies, boards, offices and commissions.

ARTICLE VII

MEMBERSHIP

The corporation shall have dues paying, voting members. No person shall be denied membership because of race, creed, color, disability, gender, sex, or religion in the association.

ARTICLE VIII

BOARD OF DIRECTORS

A. The business and affairs of the corporation shall be managed by the Board of Directors, which also may be referred to as the Governing Board.

B. The Board of Directors shall consist of five (5) persons.

C. One director shall serve a one year term; two directors shall serve a two year term; two directors shall serve a three year term to be elected annually by the voting membership.

D. The Board of Directors may establish advisory boards to assist the Board of Directors and the corporation in its endeavors.

ARTICLE IX

LIMITATION OF LIABILITY

A. 1. In any proceeding brought by or in the right of the corporation, or brought by or on behalf of the members of the corporation, no officer or director shall be liable for any damages assessed against him or her.

2. In any proceeding against an officer or director who receives compensation from the corporation while the corporation is exempt from income taxation under Section 501(c) of the Code for his or her services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the corporation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves the corporation, while it is exempt from income taxation under Section 501(c) of the Code, without compensation for his or her services shall not be liable for damages in any such proceeding.

3. The liability of an officer or director shall not be limited as provided in the above subsections A.1. and 2. If the officer or director engaged in willful misconduct, a knowing violation of the criminal law or a determination is made pursuant to Article X that the officer or director is not entitled to indemnification.

B. 1. Directors and officers of the corporation while it is exempt from income taxation under Section 501(c) of the Code who serve without compensation shall be immune from civil liability for acts taken in their capacities as officers or directors of the corporation.

2. In any proceeding against a director or officer of the corporation, while it is exempt from income taxation under Section 501(c) of the Code, who receives compensation, the damages assessed for acts taken in his or her capacity as an officer or director and arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director during the twelve months immediately preceding the act or omission for which liability was imposed. As used herein, "compensation" shall mean payment for services over and above per diem and expenses.

3. The liability of an officer or director shall not be limited as provided in the above subsections B.1. and 2. If the officer or director engaged in willful misconduct or a knowing violation of the criminal law, liability derived from the operation of a motor vehicle or a determination is made pursuant to Article X that the officer or director is not entitled to indemnification.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

A. The corporation shall indemnify a person who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the corporation against reasonable expenses incurred by him or her in connection with the proceeding. The corporation shall also indemnify a person made a party to a proceeding because he or she is or was a director or officer against liability incurred in the proceeding if it has been determined that such person has met the appropriate standard of conduct described herein and liability is not incurred as a result of (i) willful misconduct; (ii) a knowing violation of the criminal law; or (iii) personal benefit improperly received.

B. The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (i) the director or officer furnishes the corporation a written statement of his or her good faith belief that he or she has met the appropriate standard of conduct as described herein; (ii) the director or officer furnishes the corporation a written undertaking to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking shall be an unlimited, unsecured general obligation of the

director or officer without reference to financial ability to make repayment); and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

C. The corporation may indemnify or contract in advance to indemnify any person made a party to a proceeding because he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were a director or officer of the corporation.

D. The provisions of this Article shall not be deemed to prohibit the corporation from entering into contracts otherwise permitted by law with any persons, including those listed above, for the purpose of conducting the business of the corporation.

E. The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the corporation may determine, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit or agent of another corporation, partnership, joint venture, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under the provisions of this Article.

F. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

G. For purposes of this Article X the following definitions shall apply:

"Expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

"Person" means any corporation, association, partnership, organization, business, individual or government or political subdivision thereof or any governmental agency.

"Proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal, whether civil, criminal, administrative or investigative and whether formal or informal.

"Standard of Conduct" - A person will have meet the appropriate standard of conduct if such person:

- (a) conducted himself or herself in good faith;
- (b) believed:
 - (i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests; and
 - (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and
- (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or conduct was unlawful.

A person's conduct with respect to an employee benefit plan for a purpose he or she believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of paragraph (b)(ii) above.

"Determination of Indemnification" - The determination that a person has met the appropriate standard of conduct and, if so, the determination of the amount of indemnification shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
- (b) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate in such designation), consisting solely of two or more directors not at the time parties to the proceeding; or
- (c) by special legal counsel:
 - (i) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) above; or

- (ii) if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the full Board of Directors, in which directors who are parties may participate in such selection.

Notwithstanding the foregoing, if the determination is made by special legal counsel that indemnification of the person is permissible, evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) above to select such counsel.

"Gender" - The use of "he", "him" or "his" (or "she", "her" or "hers") shall be read as "it" or "its", and vice versa, as the context shall require.

ARTICLE XI

DISSOLUTION

In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board of directors of the corporation shall determine:

A. a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code; and/or

B. a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code.

ARTICLE XII

INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

NAME

ADDRESS

Russell Hancock

3500 Flight Line Road
Lakeland, Florida 33811

ARTICLE XII

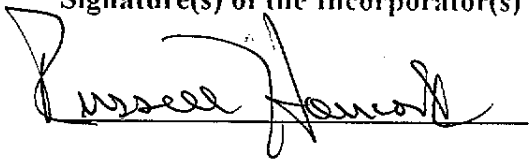
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Phillip E. Kuhn, P.A.
1533 Tomahawk Trail South
Lakeland, FL 33813

The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 1st day of June, 1999.

Signature(s) of the Incorporator(s)

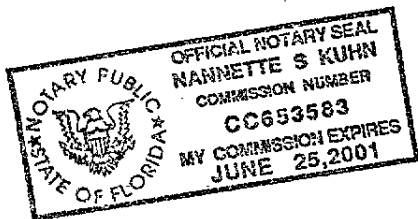



RUSSELL HANCOCK
Typed Name of Incorporator signing

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this the 1st day of June, 1999, before me personally came RUSSELL HANCOCK, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation, and he acknowledge before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Lakeland, Florida, the day and year last above written.




NOTARY PUBLIC
Print Name: Nannette S. Kuhn
Commission No: CC653583
Commission Expires: 6-25-2001


CERTIFICATE DESIGNATIVE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES 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 Russell Hancock, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lakeland, County of Polk, State of Florida, has named Phillip E. Kuhn, P.A., located at 1533 Tomahawk Trail South, Lakeland, Florida 33811, as its agent to accept service of process within this State.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

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.



Phillip E. Kuhn, P.A.

FILED
99 JUN -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA