

N99000005308

Law Offices of Joseph A. Porcelli

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550 North Reo Street
Suite 300
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E-Mail:

July 19, 1999

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

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*****78.75 *****78.75

**RE: ARTICLES OF INCORPORATION FOR
THINK FIRST FLORIDA WEST COAST CORPORATION**

Dear Sir or Madam:

Enclosed please find the following in regard to the above-captioned matter:

1. Original and one copy of the Articles of Incorporation for THINK FIRST FLORIDA WEST COAST CORPORATION.
2. My trust account check #0334, payable to the Department of State, in the amount of \$78.75 for the following: Filing Fee = \$70.00; one certified copy of Articles of Incorporation = \$ 8.75.

Please forward the Articles of Incorporation to my office. If you have any questions, please contact my legal assistant, Joanne M. Jacksto.

Sincerely,

Joseph A. Porcelli
JOSEPH A. PORCELLI, ESQ.

JAP/jj

FILED
99 SEP -3 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

JOSEPH A. PORCELLI, ESQ.
4940 U.S. HIGHWAY 19
NEW PORT RICHEY, FL 34652

SUBJECT: THINK FIRST OF FLORIDA WEST COAST, INC.
Ref. Number: W99000017355

We have received your document for THINK FIRST OF FLORIDA WEST COAST, 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):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 199A00038332

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550 North Reo Street
Suite 300
Tampa, FL 33609
Tele: 813-261-2758
E-Mail:

August 31, 1999

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

Attn.: Teresa Brown – Corporate Specialist

RE: THINK FIRST OF FLORIDA WEST COAST, INC.
REF. NUMBER: W99000017355


Dear Ms. Brown:

Enclosed please find the following documents in regard to the above-captioned matter:

1. Copy of letter from you dated July 27, 1999;
2. Original and one copy of Articles of Incorporation for Think First Florida West Coast Corporation, containing three board of directors, and written acceptance by the registered agent.

Please forward the Articles of Incorporation to my office. If you have any questions, please contact my legal assistant, Joanne M. Jacksto.

Sincerely,


JOSEPH A. PORCELLI, ESQ.
JAP/jj

ARTICLES OF INCORPORATION
FOR
THINK FIRST OF FLORIDA WEST COAST, INC.

FILED
99 SEP -3 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN, that on this 11th day of June, 1999, personally came and appeared before me, the undersigned Notary Public in and for the State and Parish aforesaid, duly commissioned and swore, Phillip J. Barrett, a resident of New Port Richey, Florida, of the full age and majority, who, in the presence of the undersigned good and competent witnesses residing in the State and Parish aforesaid, stated that availing himself of the provisions of Title 12, Section 201 et seq., as amended, of the Florida Revised Statutes of 1950, he does hereby adopt the following Articles of Incorporation to-wit:

ARTICLE I
Name

The name of the corporation is THINK FIRST OF FLORIDA WEST COAST, INC.

ARTICLE II
Address

Phillip J. Barrett
3155 Latrobe Street
New Port Richey, Florida 34655

ARTICLE III
Purposes

The purposes for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To prevent brain and spinal cord injuries through education and community activities;
- (b) This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code);
- (c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributed 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) 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;
- (d) 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/organization 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/organization, 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

Duration

The corporation shall have perpetual existence.

ARTICLE V

Power

The Corporation is empowered:

- (a) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- b) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

ARTICLE VI

Dissolution

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organizations created and operated for nonprofit purposes similar to those of the Corporation, other than one created for religious purposes.

ARTICLE VII

Nonprofit

The corporation is a non-profit corporation under the laws of Florida.

ARTICLE VIII

Membership

The corporation's membership shall consist of members of the Board of Directors of the corporation and any other person approved and appointed by said Board of Directors, all of whom shall be voting members of the corporation.

ARTICLE IX

Voting Rights

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE X

Directors

The corporate powers of this corporation shall be vested in, and the business affairs of the corporation shall be regulated by, a Board of Directors which shall consist of not less than three nor more than eighteen (18) members elected by the membership of the corporation.

The annual meeting of the Board of Directors shall be held on the second Tuesday of May of each year,

beginning in 2000, or at such other time as the Board of Directors may provide by written notice not less than fifteen (15) days prior to the date of such meeting.

The name of the first Director and his address are as follows:

Phillip J. Barrett
3155 Latrobe Street
New Port Richey, Florida 34655

Other directors are as follows:

Jacqueline W. Mitchell
3155 Latrobe Street
New Port Richey, FL 34655

Cheryl Ann Jones
8140 Medford Drive
Port Richey, FL 34668

Edwin R. Jones
8140 Medford Drive
Port Richey, FL 34668

ARTICLE XI **Officers**

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors of the corporation. The offices of Secretary and Treasurer may be held by the same person.

ARTICLE XII **By Laws**

The Board of Directors of the corporation may adopt by laws at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE XIII **Amendments**

These Articles may be amended pursuant to the provisions of the Florida Non-profit Corporation Law.

ARTICLE XIV **Incorporator**

The name and post office address of the Incorporator are:

Phillip J. Barrett
3155 Latrobe Street
New Port Richey, Florida 34655

ARTICLE XV **Registered Office**

The registered office of the corporation is:

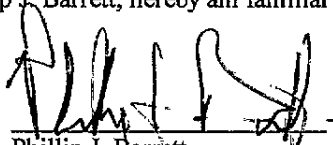
3155 Latrobe Street
New Port Richey, Florida 34655

ARTICLE XVI
Registered Agent

The registered agent for the corporation and his address are:

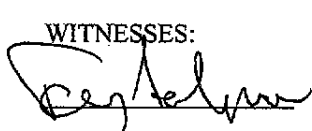
Phillip J. Barrett
3155 Latrobe Street
New Port Richey, FL 34655

I, Phillip J. Barrett, hereby am familiar with and accept the duties and responsibilities as Registered Agent.

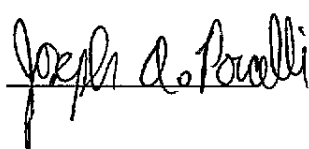

Phillip J. Barrett

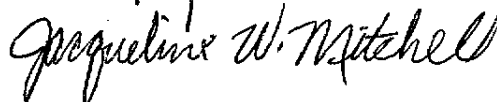
THUS DONE AND SIGNED in my office of Joseph A. Porcelli, State of Florida on the date herein above set out, in the presence of the undersigned competent witnesses and me, Notary Public, after a due reading of the whole.

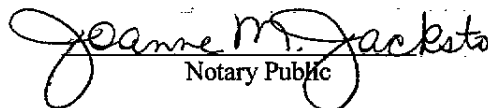
WITNESSES:




Phillip J. Barrett






Notary Public



JOANNE M JACKSTO
My Commission CC530594
Expires Feb. 08, 2000