

LAW OFFICES
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3561 S.W. CORPORATE PARKWAY
PALM CITY, FLORIDA 34990

WILLIAM CASEY MCINTYRE

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N99000005389

August 30, 1999

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

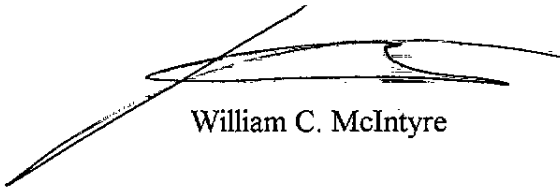
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*****78.75 *****78.75

Re: U.S. Business Association, Inc.

To Whom It May Concern:

Enclosed is an original and an one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75. Please return a certified copy of the Articles to me in the envelope provided. Thank you.

Very truly yours,


William C. McIntyre

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U. S. BUSINESS ASSOCIATION, INC.

ARTICLE I - CORPORATE NAME

The name of this Corporation is:

U. S. BUSINESS ASSOCIATION, INC.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The general and specific purposes for which this corporation is formed are to provide certain goods, services, benefits and information to its members, including, without limitation, package benefits, business, insurance and health services.

ARTICLE V - 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 Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be no less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The initial Directors and their addresses are set forth on Exhibit A hereto.

Directors shall serve for a term of one (1) year until the annual meeting of members following their election and until the qualification of their successors. Annual meetings shall be held at such place or places and at such times as the Board of Directors may designate from time to time by resolution.

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At each annual meeting the Directors shall be elected in accordance with the By-Laws of the corporation

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VI - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in ARTICLE IV hereof.

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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of 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 1954 (or the

corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

William C. McIntyre	3561 S.W. Corporate Parkway
	Palm City, Florida 34990

ARTICLE X - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purposes set forth in ARTICLE IV hereof, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 3561 S.W. Corporate Parkway, Palm City, Florida 34990, and the name of its Registered Office at said address shall be William C. McIntyre. Principal address is 1282 N.E. Business Park Pl.
Jensen Beach, Fl. 34957

ARTICLE XIII - AMENDMENT OF ARTICLES

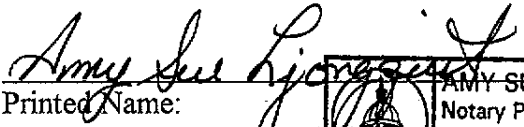

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 27th day of August, 1999.


William C. McIntyre
Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

Aug The foregoing instrument was acknowledged before me this 27th day of _____, 1999, by William C. McIntyre, who is personally known to me.


Printed Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____
 AMY SUE LJONGQUIST
Notary Public, State of Florida
Commission No. CC 709284
My Comm. Exp. Feb. 9, 2002
☒ Personally Known ☐ Produced I.D.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of U. S. BUSINESS ASSOCIATION, INC. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts the obligations provided for in Chapter 617, Florida Statutes.

Dated: August 27, 1999.


William C. McIntyre
Registered Agent

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TALLAHASSEE, FLORIDA

EXHIBIT A

<u>Director</u>	<u>Address</u>
Jennifer Gauntt	1282 N.E. Business Park Place Jensen Beach, FL 34957
Nancy Keyes	1282 N.E. Business Park Place Jensen Beach, FL 34957
William C. McIntyre	3561 S.W. Corporate Parkway Palm City, FL 34990