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

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-11/15/99--01116--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SOARING SPIRITS, INC.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

( ) \$70.00  
Filing Fee

(X) \$78.75  
Filing Fee  
& Certificate

( ) \$122.50  
Filing Fee  
& Certified Copy

( ) \$131.25  
Filing Fee,  
Certified Copy,  
& Certificate

FROM:

*Erika Rodenbostel*

Erika Zipfel Rodenbostel  
Riley & Associates, Inc.  
4805 West Laurel Street, Suite 230  
Tampa, Florida 33607  
(813) 286-1700

FILED  
1999 NOV 15 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Erika R. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT VII  
DATE 11.24.99  
DOC. EXAM OK

A. Howell NOV 24 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SOARING SPIRITS, INCORPORATED**  
  
**(A Florida Nonprofit Corporation)**

**ARTICLE I. NAME**

The name of this corporation shall be: **SOARING SPIRITS, Incorporated.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of providing a means to fund charity events for children and special needs adults, engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. POWERS**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

**ARTICLE V. MEMBERSHIP**

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Directors further discretionary powers relating to the admission of members.

#### **ARTICLE VI. MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

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

#### **ARTICLE VII. BOARD OF DIRECTORS**

This corporation's initial Board of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

**David N. Williams, 7539 Midnight Pass Road, Sarasota, Florida 34237**  
**Beverly F. Birkitt, 4612 South Woodlyn Street, Tampa, Florida 33611**  
Maribeth Harmes, 2324 Bay Drive West, Bradenton, FL 34207

### **ARTICLE VIII. OFFICERS**

The officers shall consist of a president, and a vice president. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

<b><u>Office</u></b>	<b><u>Name</u></b>
President	David N. Williams
Vice President	Beverly F. Birkitt

### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

### **ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be:

**Soaring Spirits  
David N. Williams  
7539 Midnight Pass Road  
Sarasota, Florida 34237**

The name of the individual who shall serve as this corporation's initial registered agent is:

**Steven P. Riley, Esquire  
Riley & Associates, P.A.  
4805 West Laurel Street, Suite 230  
Tampa, Florida 33607**

#### ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles of Incorporation are:

David N. Williams, 7539 Midnight Pass Road, Sarasota, Florida 34237  
Beverly F. Birkitt, 4612 South Woodlyn Street, Tampa, Florida 33611

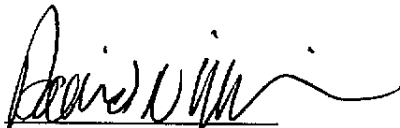
#### ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

#### ARTICLE XIII. AMENDMENT

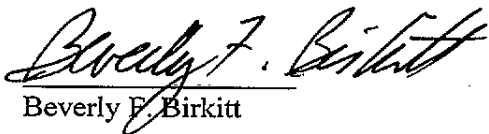
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of two thirds of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.



David N. Williams

10/31/99  
Date



Beverly F. Birkitt

10/31/99  
Date

State Of Florida

County Of SARASOTA

On 11/3/99, the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Soaring Spirits, Incorporated.

Leslie Scanlon  
Notary Public



Leslie Scanlon  
My Commission CC876224  
Expires October 3, 2003

I hereby accept my designation as resident agent and agree to serve as the resident agent of Soaring Spirits, Incorporated. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Soaring Spirits, Incorporated.

Steven P. Riley  
Steven P. Riley, Esquire - Registered Agent

State Of Florida

County Of Hillsborough

On Nov. 10, 1999, Steven P. Riley, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent, personally known to me, or produced Florida driver's licenses as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Soaring Spirits, Incorporated.

[Signature]  
Notary Public



Erika Zipfel  
My Commission CC70  
Expires December 23 2002



Erika Zipfel  
My Commission CC799133  
Expires December 23 2002

FILED

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOARING SPIRITS, INC.
2. The name and address of the registered agent and office is:

STEVEN P. RILEY, ESQUIRE

RILEY & ASSOCIATES, P.A.

4805 WEST LAUREL STREET, SUITE 230, TAMPA, FLORIDA 33607

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

  
STEVEN P. RILEY, ESQUIRE