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November 18, 1999

TRANSMITTAL LETTER

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

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-11/22/99--01119--014
****131.25 *****87.50

Subject: Local 767 Holding Concern, 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

\$78.75 Filing Fee & Certificate


\$122.50 Filing Fee & Certified Copy

\$131.25 Filing Fee, Certified Copy, & certificate

FROM:

MIERZWA & ASSOCIATES, P.A.

By:


RICHARD J. WINKIS
3900 Woodlake Blvd., Suite 212
Lake Worth, Florida 33463
(561) 966-1200 Tel.
(561) 966-1231 Fax

NOV 22 AM 9:26
TALLAHASSEE, FLORIDA

11/29

ARTICLES OF INCORPORATION
of Florida Not-For-Profit Corporation

LOCAL 767 HOLDING CONCERN, INC.

FILED
99 NOV 22 AM 9:26
PALM BEACH COUNTY, FLORIDA

The undersigned incorporators, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby submit these Articles of Incorporation, and further certify:

ARTICLE I

NAME

The name of this corporation shall be: LOCAL 767 HOLDING CONCERN, INC., and it shall be located in Palm Beach County, Florida, at 2539 Old Okeechobee Road, Suite 1, West Palm Beach, Florida 33409, or at such other place or places within the said County as its members from time to time may determine and designate.

ARTICLE II

OBJECT

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation may (1) make contributions to, and support bona fide charitable causes; (2) provide assistance and comfort to sick or injured firefighters and their families; (3) provide assistance, comfort and support to the survivors of fire fighters killed in the line of duty; and establish, construct and maintain a memorial to fire fighters killed in the line of duty; and receive, hold, and transfer title to real property.

ARTICLE III

QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in this corporation shall be as follows:

- a) The members of this corporation shall be the undersigned persons. These persons shall be entered upon the Roster of Members of this corporation without further election.
- b) No member of the corporation who shall cease to be a member for any reason, shall be deemed to have acquired or continue to hold or maintain any right, claim or interest in and to the said corporation or any of the property, either real or personal, tangible or intangible, or otherwise acquired by this corporation by virtue of his membership in said corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

IDENTIFICATION OF INCORPORATORS

The names and residences of the subscribers and official incorporators in this Charter and who shall be the first Board of Directors of said corporation, and who shall manage and conduct the affairs of said corporation until the first Annual Meeting, or until their successors are elected and qualify, shall be as follows:

	<u>NAMES</u>	<u>ADDRESSES</u>
1.	Kenneth M. Stevenson	3819 Eastview Avenue West Palm Beach, FL 33407
2.	Dave Lawrence, Jr.	P.O. Box 4222 West Palm Beach, FL 33402

3. Paul Shaw 16115 63rd Road North
Loxahatchee, FL 33470
4. Ulysis Wilson 256 W. 27th Street
Riviera Beach, FL 33407
5. Howard Pinder 150 N.E. 18th Avenue
Boynton Beach, FL 33435

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

a) The affairs of the corporation shall be managed by a Board of Directors and the officers appointed by said Board. The Board of Directors shall, in accordance with the By-Laws to be prepared, elect or appoint a President, Vice-President, a Recording Secretary and Secretary-Treasurer. The Board of Directors shall consist of not less than five (5) members and not more than ten (10) members.

b) The Board of Directors shall be authorized and empowered to designate and to employ such assistant secretaries, assistant treasurers and/or Executive Secretary, and other clerical help at such remuneration and for such periods of time and with such powers and duties as the Board of Directors may from time to time determine and prescribe.

c) The Directors of the corporation shall be elected by a vote of its members at its regular Annual Meeting, to be held at the time and place specified and designated in the By-Laws of the corporation, and in such manner and pursuant to such regulations governing such election as may be prescribed in the By-Laws. The Board of Directors shall hold their terms in office as members of such Board as prescribed in the By-Laws of said corporation.

ARTICLE VII

INITIAL OFFICERS AND DIRECTORS

The names of the officers and directors who shall manage and conduct the affairs of the

corporation until the first Annual Meeting or until their successors are elected and qualify, shall be as follows:

OFFICERS:

1. KENNETH M. STEVENSON, President
2. ULYSIS WILSON, Vice-President
3. PAUL SHAW, Secretary
4. DAVE LAWRENCE, JR., Treasurer

DIRECTORS:

1. KENNETH M. STEVENSON
2. DAVE LAWRENCE, JR.
3. PAUL SHAW
4. ULYSIS WILSON
5. HOWARD PINDER

Section 1.

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any three of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission; shall be in writing signed by the three members and delivered to the President in less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary shall give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meetings in which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the By-Laws. An affirmative vote of two-

thirds (2/3%) percent of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2.

Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment, or rescission of these Articles either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE VIII

BY-LAWS AND SIGNATORIES OF DRAFTS

The By-Laws of the corporation shall be adopted at a Special Meeting of the Board of Directors to be held as soon as practical at the approval of this Charter. Thereafter, the By-Laws may be altered, amended, added to or rescinded by a vote of the membership, which election of vote shall be held in accordance with, and under the provisions of, the By-Laws adopted prior thereto.

Any draft, check or money order that is issued by or on behalf of the corporation shall require the signatures of the President, and the Secretary-Treasurer of the corporation, otherwise said check, draft or money order shall be deemed not to have been authorized or approved by the Board of Directors acting on behalf of the corporation, and therefore, any check, draft or money order not having the required two (2) signatures, shall be null and void.

ARTICLE IX

REAL ESTATE

There shall be no limit as to the amount of real estate which the said corporation shall be meant to own nor the indebtedness that the said corporation may be permitted to incur.

ARTICLE X

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent for service is **KENNETH M. STEVENSON** whose office is located at 2539 Old Okeechobee Road, Suite 1, West Palm Beach FL 33409

NOV 22 PM 9:26
PALM BEACH, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

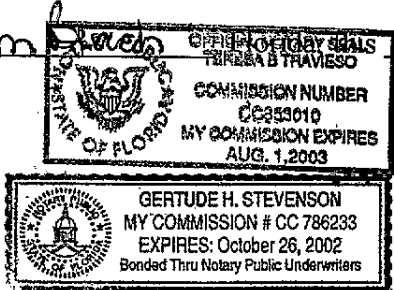
Having been named to accept service of process for the **LOCAL 767 HOLDING CONCERN, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Kenneth M. Stevenson
KENNETH M. STEVENSON

11-9-99
DATE

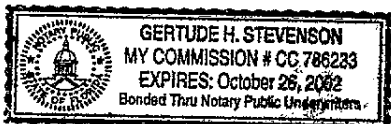
IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals at

Palm Beach 9th day of November, 1999.

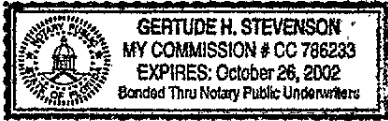


Kenneth M. Stevenson (SEAL)
KENNETH M. STEVENSON

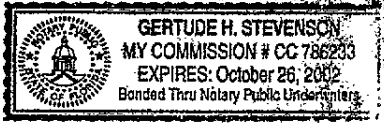
11-9-99
Dave Lawrence, Jr. (SEAL)
DAVE LAWRENCE, JR.



11-9-99
Paul Shaw (SEAL)
PAUL SHAW



11-9-99
Ulysis Wilson (SEAL)
ULYSIS WILSON



11-9-99
Howard A. Pinder (SEAL)
HOWARD PINDER

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared the incorporators

1. KENNETH M. STEVENSON
2. DAVE LAWRENCE, JR.
3. PAUL SHAW
4. ULYSIS WILSON
5. HOWARD PINDER

who being first duly sworn, each for himself deposes and says that they are the subscribers named in and who executed the foregoing proposed Charter of THE LOCAL 767 HOLDING CONCERN, INC. and that the said corporation was formed for, and that it is intended in good faith to carry out the purposes and object set forth therein.

WITNESS, my hand and official seal at Palm Beach City, Florida, this 9th day of November, 1999.

My Commission expires:

Teresa B Travieso
NOTARY PUBLIC, STATE OF FLORIDA

