



THE UNITED STATES  
CORPORATION  
COMPANY

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99 DEC 28 AM 8:17

ACCOUNT NO. : 072100000032

REFERENCE : 531287 9046A

AUTHORIZATION :

*Patricia Pajit*

COST LIMIT : \$ 70

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 1999

ORDER TIME : 2:46 PM

ORDER NO. : 531287-005

200003082572--1

CUSTOMER NO: 9046A

CUSTOMER: Ms. Susan T. Greene  
FOX AND FOX, P.A.  
FOX AND FOX, P.A.  
Suite 100  
28050 U.S. Highway 19 North  
Clearwater, FL 33761

DOMESTIC FILING

NAME: PLEIADES FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*PH 12/29/99*

RECEIVED  
99 DEC 28 PM 4:40  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 DEC 28 AM 8:18  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PLEIADES FOUNDATION, INC.**

FILED  
99 DEC 28 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE I. NAME.**

The name of the corporation is as follows:

**PLEIADES FOUNDATION, INC.**

**ARTICLE II. ADDRESS**

The address of the principal office and the mailing address of the corporation is 1330 Emily Court, Clearwater, Pinellas County, Florida 33756.

**ARTICLE III. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761. The name of its initial registered agent at that address is Gregory A. Fox, Esquire.

**ARTICLE IV. NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE V. NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC Section 501(c)(3) (referred to below as "Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under this Articles, under law and under IRS Section 501(c)(3).

## ARTICLE VI. DURATION

The duration of the corporation is perpetual.

## ARTICLE VII. PURPOSES

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes.

## ARTICLE VIII. POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and power conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

## ARTICLE IX. LIMITATIONS

A. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 VII hereinabove.

B. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE X. TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC Section 501(c) as an organization described in IRC Section 501 (c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC Section 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE VI. DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute all of the assets of the corporation in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this articles, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC Section 170(c)(1) or IRC Section 170(c)(2)(B) and is described in IRC Section 509(a))(1), (2) or (3).

#### ARTICLE XII. BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that each director shall be elected by a majority vote of the Board of Directors in the manner and at the time set forth in the By-Laws. Any director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

The initial Board of Directors shall be:

Jerald Anderson	Denise Boger	Sarah Kalil
1330 Emily Court	1330 Emily Court	1 Montgomery Farm Rd.
Clearwater, FL 33756	Clearwater, FL 33756	Derry, NH 03038

#### ARTICLE XIII. OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the By-Laws or by resolution of the Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors and may be removed by a majority vote of the Board of Directors at such time and in such manner as may be prescribed by the By-Laws or by law.

#### ARTICLE XIV. INCORPORATORS

The name and street address of the incorporator is Jerald Anderson, 1330 Emily Court, Pinellas County, Florida 33756.

#### ARTICLE XV. BY-LAWS

The By-Laws of the corporation are to be made and adopted by the Board of Directors, and may be altered amended or rescinded by the Board of Directors.

#### ARTICLE XVI. AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

#### ARTICLE XVII. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

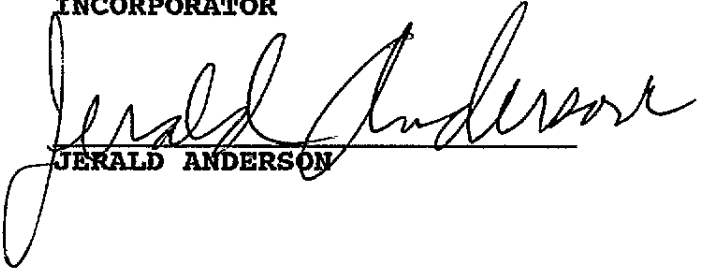
#### ARTICLE XVIII. COMMENCEMENT OF CORPORATION EXISTENCE

The date when corporation existence shall commence shall be upon receipt of the Articles by the Secretary of State's office.

IN WITNESS WHEREOF, the undersigned incorporator has signed

these Articles of Incorporation on this 23<sup>rd</sup> day of December, 1999.

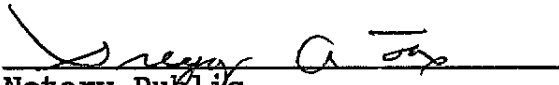
INCORPORATOR

  
JERALD ANDERSON

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared JERALD ANDERSON, who has produced a Florida Driver's License as identification or is personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 23<sup>rd</sup> day of December, 1999.

  
Notary Public,  
State of Florida

My commission expires:



Gregory A. Fox  
MY COMMISSION # CC568165 EXPIRES  
August 5, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AND RESIDENT AGENT CERTIFICATE

OF

PLEIADES FOUNDATION, INC.

FILED

99 DEC 28 AM 8:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named Corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation and shown below has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT:

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 the capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
GREGORY A. FOX  
Registered and Resident Agent

Date: 12/23/99

Registered and Resident Agent's Information:

Street Address	28050 U.S. 19 North, Suite 100
County	Pinellas
City/State	Clearwater, Florida 33761
Mailing Address:	28050 U.S. 19 North, Suite 100 Clearwater, Florida 33761