

P01000090420

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

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01 SEP 14 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Orca Funds, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time 2pm

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

J. BRYAN SEP 14 2001

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ORCA FUNDS, INC.**

The undersigned, acting as incorporator of Orca Funds, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Orca Funds, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

500 East Broward Boulevard, Suite 1620
Ft. Lauderdale, Florida 33394

ARTICLE III - COMMENCEMENT OF EXISTENCE

The Corporation will exist perpetually, commencing on September 10 2001, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the Corporation's initial registered office, and (ii) names Intrastate Registered Agent Corporation as the Corporation's initial registered agent at that address to accept service of process within the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation has three (3) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The names of the initial directors are Scott C. Roe, Mark C. Coe and Donald C. O'Neill.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE VII - INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Scott C. Roe

500 East Broward Boulevard, Suite 1620
Ft. Lauderdale, Florida 33394

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.



Scott C. Roe, Incorporator

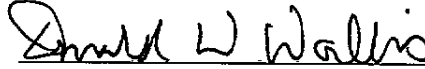
ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

Dated: September 10, 2001

By:



Donald W. Wallis, Vice President


JAX1 #623802 v2

**MOMENTUM TRADING GROUP, LTD., d/b/a ORCA FUNDS, INC.
CORPORATE NAME AFFIDAVIT**

Donald C. O'Neill, being first duly sworn, deposes and says:

1. That he is the President of Momentum Trading Group, Ltd., a Nevada corporation (the "Corporation").
2. That he has executed this Corporate Name Affidavit to be filed pursuant to Section 607.1405(4), Florida Statutes.
3. That an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida is being filed by the Corporation with the Secretary of State of the State of Florida simultaneously with this Corporate Name Affidavit.
4. That the Corporation hereby permits immediate assumption and use of its name by Orca Funds, Inc., a Florida corporation.

Further Affiant sayeth not.




Donald C. O'Neill, President

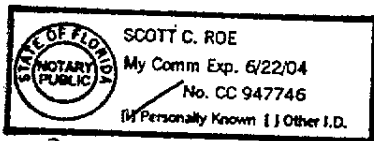
STATE OF FLORIDA
COUNTY OF BROWARD

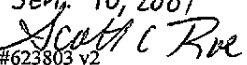
The foregoing instrument was acknowledged before me this 10 day of September, 2001, by Donald C. O'Neill who is personally known to me or who has produced _____ as identification.

(SEAL)



Printed/Typed Name: SCOTT C. ROE
Notary Public-State of Florida
Commission Number: CC 947746
My commission expires: 6/22/04



BROWARD COUNTY
SEPT. 10, 2001

JAXT #623803 v2

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