

Karen Botno

Pennington Law Firm

Requester's Name

215 S. Monroe 2nd Floor

Address

Tallahassee, FL

City/State/Zip

222-3533

Phone #

FD0000083790

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

1. X Compass Project, Inc

(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

600006862086

-08/02/02-01003-012

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

4. _____
(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

CR2E031(7/97)

[Handwritten signature]

RECEIVED

Examiner's Initials

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG - 1 PM 4: 17

FILED

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE

02 AUG - 1 PM 4: 05

AFFIDAVIT

**HILLSBOROUGH COUNTY,
TAMPA, FLORIDA**

FILED
02 AUG -1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BEFORE ME, the undersigned authority, personally appeared SCOTT PAINE (Affiant), who
being by me first duly sworn, deposes and states:**

- 1. Affiant is an director of Compass Project, Inc., a non-profit company (the
"Corporation").**
- 2. Affiant has, in his capacity as an director of the Corporation, approved the Articles of
Dissolution, a copy of which is attached as Exhibit A.**
- 3. Affiant affirms that said Corporation releases any and all claims to the name "Compass
Project, Inc." and will not revoke the Articles of Dissolution.**
- 4. Under penalty of perjury, Affiant, by his signature below, does hereby affirm that he has
read the above in its entirety and that all facts and statements contained herein are true
and correct in all respects.**

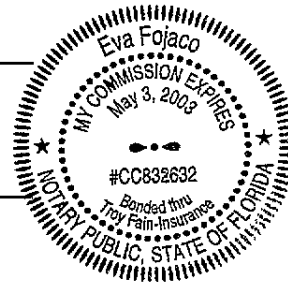
AFFIANT


SCOTT PAINE

The foregoing instrument was sworn to before me this 3rd day of ^{July} ~~June~~, 2002, by SCOTT
PAINE, who is personally known to me, or who provided a Fl License as identification, and
#P500-783-57-102-0
who did take an oath.


Notary Public

May 3, 2003
My Commission Expires:



AFFIDAVIT

**HILLSBOROUGH COUNTY,
TAMPA, FLORIDA**

FILED
02 AUG - 1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

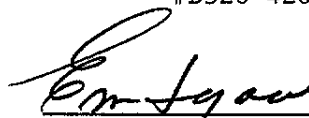
BEFORE ME, the undersigned authority, personally appeared JACK BUTCHER (Affiant)
who being by me first duly sworn, deposes and states:

1. Affiant is an director of Compass Project, Inc., a non-profit company (the "Corporation").
2. Affiant has, in his capacity as an director of the Corporation, approved the Articles of Dissolution, a copy of which is attached as Exhibit A.
3. Affiant affirms that said Corporation releases any and all claims to the name "Compass Project, Inc." and will not revoke the Articles of Dissolution.
4. Under penalty of perjury, Affiant, by his signature below, does hereby affirm that he has read the above in its entirety and that all facts and statements contained herein are true and correct in all respects.

AFFIANT

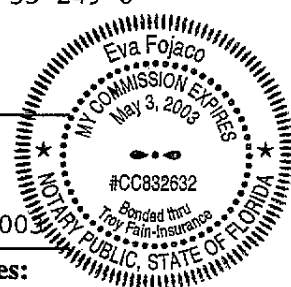
JACK BUTCHER

The foregoing instrument was sworn to before me this 3rd day of ^{July}~~June~~, 2002, by **JACK BUTCHER**, who is personally known to me, or who provided a FL License as identification, #B326-420-33-249-0 and who did take an oath.


Notary Public

May 3, 2003

My Commission Expires:



AFFIDAVIT

HILLSBOROUGH COUNTY,
TAMPA, FLORIDA

FILED
02 AUG - 1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

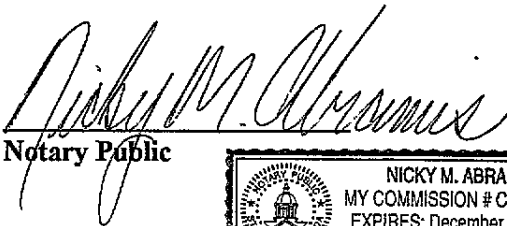
BEFORE ME, the undersigned authority, personally appeared MARK SENA (Affiant) who
being by me first duly sworn, deposes and states:

1. Affiant is an director of Compass Project, Inc., a non-profit company (the
"Corporation").
2. Affiant has, in his capacity as an director of the Corporation, approved the Articles of
Dissolution, a copy of which is attached as Exhibit A.
3. Affiant affirms that said Corporation releases any and all claims to the name "Compass
Project, Inc." and will not revoke the Articles of Dissolution.
4. Under penalty of perjury, Affiant, by his signature below, does hereby affirm that he has
read the above in its entirety and that all facts and statements contained herein are true
and correct in all respects.

AFFIANT


MARK SENA

The foregoing instrument was sworn to before me this 24TH day of July, 2002, by MARK
SENA, who is personally known to me, or who provided a _____ as identification, and who
did take an oath.


Notary Public

NICKY M. ABRAMIS
MY COMMISSION # CC 794502
EXPIRES: December 26, 2002
Bonded Thru Notary Public Underwriters

My Commission Expires:

ARTICLES OF INCORPORATION
OF
COMPASS PROJECT, INC.

FILED
02 AUG - 1 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be Compass Project, Inc.

ARTICLE II

Purpose

This Corporation shall be organized for informational purposes, including informing and educating local citizens of local concerns and matters which effect their community and their local government, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Mark T. Haney. The address of the registered agent shall be 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The address of the corporation's principal office is Post Office Box 10144, Tampa, Florida 33679-0144.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Hundred Thousand (100,000) shares of One Cent (\$.01) par value voting common stock.

ARTICLE VII

Preemptive Rights, Voting

Holders of the capital stock of the Corporation shall have no preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Each shareholder of the Corporation shall have one vote regardless of the number of shares held by any such shareholder.

ARTICLE VIII

Directors

This Corporation shall have no less than one (1) director nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Scott Paine	P.O. Box 10144 Tampa, Florida 33679-0144
Jack Butcher	P.O. Box 10144 Tampa, Florida 33679-0144
Mark Sena	P.O. Box 10144 Tampa, Florida 33679-0144

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Mark T. Haney, Post Office Box 10095, 215 S. Monroe Street, Suite 200, Tallahassee, FL 32302.

ARTICLE X

Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

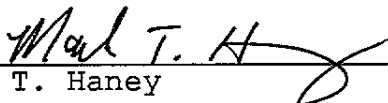
Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the

Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 31 day of ~~June~~^{July}, 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.



Mark T. Haney
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared MARK T. HANEY, and being first duly sworn and upon her oath, stated that MARK T. HANEY signed the above Articles of Incorporation for the conditions and purposes therein expressed this 31st day of ~~June~~ July, 2002.


NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION



Karen A. Botino
MY COMMISSION # CC794173 EXPIRES
January 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known to me
or produced the following
identification: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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: Compass Project, Inc.

2. The name and address of the registered agent and office is:

Mark T. Haney

(NAME)

215 S. Monroe St., Second Floor

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301

(CITY/STATE/ZIP)

SIGNATURE

TITLE Incorporator

DATE 8/1/02

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.

SIGNATURE

DATE 8/1/02

REGISTERED AGENT FILING FEE:

G:\Mhaney\Clients\CompassProject, Inc\Corp.forprofit\RegisteredAgent.wpd

FILED
AUG - 1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA