

Division of Corporations

**P06000101350**

Florida Department of State

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

**Executive Replicas Inc.**

Certificate of Status	1
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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

**Executive Replicas Inc.**

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Executive Replicas Inc.**

1663 Thornhill Circle  
Oviedo, FL 32765

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,500 Shares at No Par Value**

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Martin C. Dunlop**  
1663 Thornhill Circle  
Oviedo, FL 32765

Prepared By:  
Bruce B. Hubbard  
7 East John St.  
Icksville, New York 11801  
516-935-3940

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**ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)**

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Winston I. Dunlop II- 32 McCall Place, Newburgh, NY 12550- President/Director**  
**Martin C. Dunlop- 1663 Thornhill Circle, Oviedo, FL 32765- Vice President/Director**

**ARTICLES VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Winston I. Dunlop II- 32 McCall Place, Newburgh, NY 12550**  
**Martin C. Dunlop- 1663 Thornhill Circle, Oviedo, FL 32765**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

31st day of July 2006.

  
Winston I. Dunlop II - Signature

  
Martin C. Dunlop - Signature

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

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 THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Executive Replicas Inc.**

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

**Martin C. Dunlop**

Name


**1663 Thornhill Circle**

(P.O. Box or Mail Drop Box NOT Acceptable)

**Oviedo, FL 32765**

(City / State / Zip)

*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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.*

  
**Martin C. Dunlop**  
SIGNATURE

**July 31, 2006**

(Date)

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Florida Dept of State



July 31, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: A.H. GAGE PRIVATE FOUNDATION, INC.  
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## ARTICLES OF INCORPORATION OF

### A. H. GAGE PRIVATE FOUNDATION, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

#### ARTICLE I - Name

The name of this Corporation shall be A. H. GAGE PRIVATE FOUNDATION, INC. (the "Corporation").

#### ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 3060 North Atlantic Avenue, Unit 507, Cocoa Beach, Florida 32931.

#### ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The name of the initial resident agent and the initial address of the registered office where process may be served in the State of Florida are ARLENE H. GAGE, 3060 North Atlantic Avenue, Unit 507, Cocoa Beach, Florida 32931.

#### ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, may receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

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E. The names and street addresses of the initial members of the Board of Directors are:

<u>Names</u>	<u>Street Addresses</u>
ARLENE H. GAGE	3060 North Atlantic Avenue, Unit 507 Cocoa Beach, Florida 32931
RICHARD W. ZIBURSKE	210 Atlas Lane Satellite Beach, Florida 32937
LYNN M. HANSON	7303 West 59th Street Arvada, Colorado 80003

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
ARLENE H. GAGE	3060 North Atlantic Avenue, Unit 507 Cocoa Beach, Florida 32931

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are



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organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_ day of July, 2006.

Arlene H. Gage  
ARLENE H. GAGE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of A. H. GAGE PRIVATE FOUNDATION, INC.

IN WITNESS WHEREOF, I hereunto set my hand this \_\_\_\_ day of July, 2006.

Arlene H. Gage  
ARLENE H. GAGE

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