

N 96000005984

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1916-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY B. BUCHANAN
JAMES L. S. BOWDISH
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LEVING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

STEVEN D. DEAN
JOSEPH NEGROM, JR.
JEFFREY P. THOMAS
CHARLES K. WILLOUGHBY

REPLY TO:

STUART

November 14, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-11/19/96--01181--009
****122.50 ****122.50

Re: F.R.I.E.N.D.S. TEAMWORK PSL CHAPTER, INC.

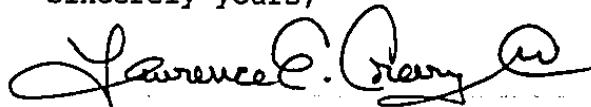
Gentlemen:

Enclosed please find the original and one copy of corporate Charter for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 covering the following:

Filing Fee	35.00
Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

After this corporation has been approved and filed by your office, we will appreciate it if you will forward to us a certified copy of the Charter. The Certificate of Registered Agent is also enclosed. Thank you in advance.

Sincerely yours,



Lawrence E. Crary III

Enclosures

LECIII/jsg

NOV 25 1996

ARTICLES OF INCORPORATION
OF
F.R.I.E.N.D.S. TEAMWORK PSL CHAPTER, INC.

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes and do certify as follows:

ARTICLE I
NAME

The name of this corporation is F.R.I.E.N.D.S. TEAMWORK PSL CHAPTER, INC. The corporation sometimes referred to herein as the "Corporation".

ARTICLE II
DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is: 906 S.W. Bayshore Blvd., Port St. Lucie, Florida 34983. The registered agent of the Corporation at that address is: Joe Edge.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 1. The purpose of the corporation is to help those in need in the community through construction related projects.

Section 2. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

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JACKSONVILLE, FLORIDA

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. The corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: 906 S.W. Bayshore Blvd., Port St. Lucie, FL 34983.

ARTICLE VI MEMBERS

Section 1. The Members of this Corporation shall consist of those persons who apply for membership on the forms and under the terms prescribed by the Board of Directors and who pay the prescribed dues as established by the Board of Directors from time to time.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VII TERM

This Corporation shall exist perpetually.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of seven (7) members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote, as provided in the By-Laws of the Corporation. The names and addresses of the first Board of

Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

(name)	(address)
Joel A. Dramis	2553 S.W. Kenilworth Street Port St. Lucie, FL 34953
Joe Edge	932 S.W. Bayshore Blvd. Port St. Lucie, FL 34983
Arthur Cohen	3225 S.E. Pinto Street Port St. Lucie, FL 34984
Art Allen	410 Saeger Avenue Ft. Pierce, FL 34982
Krissy Louderback	1593 S.E. Village Green Dr., Unit #14 Port St. Lucie, FL 34952
Guy Williams	9122 S. Federal Highway, Suite 260 Port St. Lucie, FL 34952
Boyce Collins	373 S.E. Thornhill Drive Port St. Lucie, FL 34983

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Joel A. Dramis	President
Art Allen	Vice-President
Krissy Louderback	Secretary
Joe Edge	Treasurer

ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII
BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation present at any annual or special meeting of the Members.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Joel A. Dramis	2553 S.W. Kenilworth Street Port St. Lucie, FL 34953
Joe Edge	932 S.W. Bayshore Blvd. Port St. Lucie, FL 34983
Arthur Cohen	3225 S.E. Pinto Street Port St. Lucie, FL 34984

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 11th day of November, 1996.

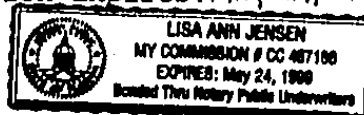
Joel A. Dramis
Joel A. Dramis
Joe Edge
Joe Edge
Arthur Cohen
Arthur Cohen

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 7th day of November, 1996 by Joel A. Dramis (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Lisa Ann Jensen
Lisa Ann Jensen (Print Name)
NOTARY PUBLIC
My Commission Expires: May 24, 1999

(SEAL)

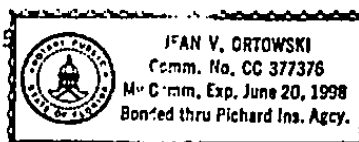


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 11th day of November, 1996 by Joe Edge (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Jan V. Ortowski
Jan V. Ortowski (Print Name)
NOTARY PUBLIC
My Commission Expires: 6/20/98

(SEAL)



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6
day of November, 1996 by Arthur Cohen (PLEASE CHECK ONE
OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has
produced _____ (TYPE OF IDENTIFICATION) as
identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ [X]
did not take an oath. He subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledged
before me according to law that he made and subscribed the same for
the uses and purposes therein mentioned and set forth.



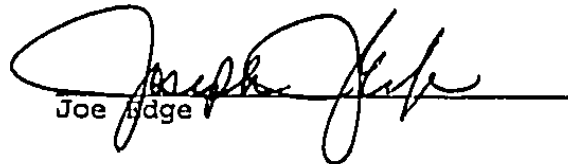
Joan C. Bell
MY COMMISSION # CCS02709 EXPIRES
October 17, 1999
BONDED THIRD TROY FAIR INSURANCE, INC.

(SEAL)

Joan C. Bell
Joan C. Bell (Print Name)
NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

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 this capacity, and agree to comply with the provisions of said Act relative to keeping open said place.


Joe Edge

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA