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**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0070

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
97 APR - 1 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. APR - 1 1997

REQUEST TAKEN CONFIRMED APPROVED  
DATE 4-1-97  
TIME 9:23  
BY DK

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Community Fund  
Raisers, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report Filing		
Reg. Agent Service	****122.50 - ****122.50	
Document Filing		
Corporate kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Counter Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( )		

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connect

ARTICLES OF INCORPORATION

OF

COMMUNITY FUND RAISERS, INC.

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97 APR -1 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation are natural persons competent to contract and hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation shall be COMMUNITY FUND RAISERS, INC.

ARTICLE TWO

PURPOSES

The general purpose of this corporation shall be to conduct a business and to do all things necessary and incidental thereto.

The transaction of any or all lawful business for which corporations may be incorporated under the provisions of Florida law.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital created by any other corporation of the State of

Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the rights to vote such stock.

### ARTICLE THREE

#### TERM OF EXISTENCE

The duration of the corporation is perpetual.

### ARTICLE FOUR

#### CAPITAL STOCK

The aggregate number of share of stock which this corporation shall have, the authority to issue is 100 of common stock at the par value of \$1.00 per share.

### ARTICLE FIVE

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash, labor or otherwise of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE SIX

#### RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of the corporation shall be made subject to restriction on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by stockholders of record at reasonable time during business hours.

## ARTICLE SEVEN

### REGISTERED OFFICE

The street address of the corporation's principal office and initial registered office of the corporation in the State of Florida is Suite 408, Center Pointe, 2033 Main Street, Sarasota, Florida 34237. The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation may maintain offices and transact business in such other places within or without the State of Florida as may be designated by the Board of Directors.

## ARTICLE EIGHT

### NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The number of directors of succeeding Board of Directors may be increased or diminished from time to time, as provided in the By-Laws adopted by the stockholders.

## ARTICLE NINE

### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors, each of whom shall hold office for the first year of the corporation's existence, and until their successors are duly elected or appointed and have qualified, are as follows:

#### NAME

Michael J. Brassard

#### ADDRESS

4088 Basswood Drive  
Sarasota, Florida 34232

## ARTICLE TEN

### OFFICERS

The Board of Directors shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant

Secretaries, and Assistant Treasurers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Secretary, or Assistant Secretary shall not be held by the same person.

#### ARTICLE ELEVEN

##### INITIAL OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first annual meeting of the Board of Directors to be held in the year 1997 and until their successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>
MICHAEL J. BRASSARD	President
MICHAEL J. BRASSARD	Vice President
MICHAEL J. BRASSARD	Secretary
MICHAEL J. BRASSARD	Treasurer

#### ARTICLE TWELVE

##### INCORPORATORS

The names and address of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONNA D. FERNANDEZ	2033 Main St., Suite 408 Sarasota, Florida 34237

## ARTICLE THIRTEEN

### BY-LAWS

The original By-Laws shall be adopted by the first Board of Directors and thereafter may be altered, amended and rescinded in the manner provided by such By-Laws.

## ARTICLE FOURTEEN

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the corporation against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding in 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, 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 any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement if the Board of Directors approves such settlement and reimbursement as being in the best interests 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 FIFTEEN

### AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by resolution adopted by the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the stockholders. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the shares entitled to vote thereon. If all of the directors and all of the shareholders sign a written statement manifesting their intention that an amendment to the Articles of

Incorporation be adopted, then it shall be adopted without the foregoing resolution and voting.

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APR - 1 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SIXTEEN

INITIAL REGISTERED AGENT

The initial registered agent at the initial registered office of the corporation is DANIEL E. SCOTT. By affixing his signature hereto, DANIEL E. SCOTT does hereby accept said designation and appointment.

*Daniel E. Scott*

DANIEL E. SCOTT

IN WITNESS WHEREOF, the incorporators have hereto set their hands and seals to these Articles of Incorporation at Sarasota, Florida on March 31, 1997.

*Donna D. Fernandez*

DONNA D. FERNANDEZ

STATE OF FLORIDA     )  
COUNTY OF SARASOTA    )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DONNA D. FERNANDEZ, who is personally known to me and who did not take an oath and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, on March 31, 1997.

*Daniel E. Scott*

NOTARY PUBLIC

My Commission Expires:

