

P98000100111

TRANSMITTAL LETTER

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Roast and Toast, Inc.

Enclosed is the original and one (1) copy of the Articles of Incorporation and a money order for \$70.00.

Roast and Toast, Inc. is a Florida Not For Profit Corporation organized pursuant to Chapter 617 Florida Statutes and pursuant to Section 501(c)(3) of the Internal Revenue Code.

From:

Quay A. Burket
Communications Building
Room 238
4000 Central Florida Blvd
Orlando, FL 32816

(407) 823-2683

700002696587--4
-11/25/98--01058--002
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:42

B. BROCK DEC 2 1998

ARTICLES OF INCORPORATION
Roast and Toast, Inc.

We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a not-for-profit corporation under the Laws of the State of Florida and with regard to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article I.

The name of the corporation shall be:

Roast and Toast, Inc.

Article II.

The principal place of business of the Corporation, at least initially, shall be:

Communications Building
Room 238
4000 Central Florida Blvd
Orlando, FL 32816

The principal mailing address of the Corporation, at least initially, shall be:

School of Communications
UCF
P.O. Box 161-344
Orlando, FL 32816-1644

The corporation shall have the power to establish branch offices and other places of business at such places within or without the State of Florida as may be determined or deemed expedient.

Article III.

The general nature of the business to be transacted by this corporation shall be as follows:

(A) Roast And Toast, Inc. is to be organized solely for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) To provide general scholarship funds for the University by providing fundraising events utilizing various community leaders as honorees.

(C) To do other activities that promote the University and enhance the stature of the University in order to facilitate the fundraising activities.

The forgoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the forgoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation except as limited by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:42

Article IV.

The maximum numbers of shares of stock shall be one thousand (1,000) of the par value of \$1.00 per share, all of which shall be common stock. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said stock may be paid for in cash, in property, in labor or in services at a fair evaluation to be fixed by the Incorporators or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

The amount of capital with which this Corporation shall begin business is not less than three (\$3.00) dollars.

There shall be a Board of Directors for the Corporation which shall consist of not less than two (2) and not more than five (5), the number of same to be fixed by the Board of Directors or by the Corporate By-laws. Each of the said Directors shall be of full age and at least one shall be a citizen of The United States. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. subject to the By-laws, if any, adopted by the shareholders, the Directors may make the By-laws, and the meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

The names and post office addresses of the members of the first Board of Directors, who, subject to these Articles, the By-laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified; are:

President	Robert Davis 8669 Portside Court Orlando, Fl 32817	280-38-0694
Vice-President	Margaret LeClair 693 Gladwin Drive Fern Park, Fl 32730	264-57-7859
Treasurer	Quay A. Burket 4455 Willa Creek #101 Winter Springs, Florida 32708	379-48-8261

Article V.

The initial Registered Agent of the Corporation shall be:

Quay A. Burket
4455 Willa Creek #101
Winter Springs, Florida 32708

Article VI.

The names and addresses of each initial subscriber to these Articles of Incorporation are:

Robert Davis	1 Share
8669 Portside Court	
Orlando, Fl 32817	

Margaret LeClair	1 Share
693 Gladwin Drive	
Fern Park, Fl 32730	

Quay A. Burket	1 Share
4455 Willa Creek #101	
Winter Springs, Florida 32708	

Article VII.

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation.

(A) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any document or account of the Corporation, except as conferred by a statute or as authorized by the Board of Directors.

(B) No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding office in this Corporation.

(C) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates thereof.

(D) The original incorporators of the Corporation shall have the right upon it's organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscriptions, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

(E) No contract or any other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Board of Directors of the Corporation is or are interested in or is a Director or officer or are Directors or officers of any such corporations. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation, and each and every person who shall become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may otherwise be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

Article VIII.

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying out propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene on any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activity not permitted by:

A. by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or

B. by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article IX.

Upon 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 the corresponding section of any future tax code, or shall be distributed to the federal government, or to a local or state government for a public purpose.

Article X.

Any assets acquired by the corporation will be permanently dedicated to the exempt purpose named in Article III.

IN WITNESS WHEREOF, I the undersigned have made and subscribed these Articles of Incorporation in Orange County, Florida for the said purpose aforementioned.

Quay A. Burket

Quay A. Burket

FWD 63623701490850

State of Florida
County of Orange

Before me, the undersigned authority, personally appeared:

Quay A. Burket

who is known to be the person described in and who subscribed the above and forgoing Articles of Incorporation; and freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at SunTrust Bank said County and State, This 21 day of Oct, 1996.

Mrs Natalie Randall
Notary Public, State of Florida At Large
Mrs Natalie Randall



MRS NATALIE RANDALL
My Commission CC431907
Expires Feb. 22, 1999
Bonded by ANB
800-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROGRESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROGRESS MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First, That Roast and Toast, Inc. desiring to organize under the laws of
the State of Florida with its principle office, as indicated in the Articles of
Incorporation at Orange County, Florida has named Quay A. Burket located at 4455
Willa Creek Apt 101, Winter Springs, Florida 32708 as its agent to accept
services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
Corporation, at the 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 said office.

Quay A Burket

Quay A. Burket

FC06B623701490850

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:42