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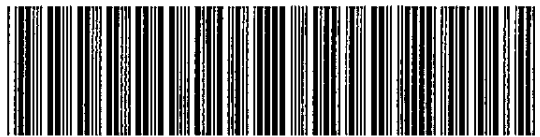
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06 JAN 30 PM 1:09
TALLAHASSEE, FLORIDA

06 JAN 30 PM 11:36
DIVISION OF CORPORATIONS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

United Families of Flagler, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by:

SP _____ 1/30/06 10:50
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
UNITED FAMILIES OF FLAGLER, INC.
a non-profit Florida corporation
(Pursuant to Chapter 617, Florida Statutes.)

FILED
06 JAN 30 PM 1:09
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is UNITED FAMILIES OF FLAGLER, INC. The duration of the corporation shall be perpetual.

2. **Tax-Exempt Status.** The corporation reserves the right to seek 501(c)(3) status in the future. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

3. **Tax-Exempt Status for Educational Association.** If 501(c)(3) status is sought, this corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

4. **Initial Objectives.** The specific charitable, scientific, literary, and educational

objectives of this corporation are to prevent the operation of adult entertainment bars, bookstores and theaters in the community and to educate the public about the impacts of these activities.

5. Powers. In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

j. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

k. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

l. To establish terms and conditions of membership in the corporation.

m. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. Non-Profit Status. This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. Classes of Membership. The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. Registered Agent. This corporation appoints Mike Aquirre, 2419 S. Daytona Avenue,

Flagler Beach, FL 32136 who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

9. Known Place of Business. The known place of business of the corporation shall be: 2419 S Daytona Ave, Flagler Beach, FL 32136, and at such other places as from time to time may be selected by the Board of Directors.

10. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Warren Sanson
2435 S. Daytona Avenue
Flagler Beach, FL 32136

Mike Aguirre
2419 S. Daytona Avenue
Flagler Beach, FL 32136

Tammie Gray
2707 Annette Street
Flagler Beach, FL 32136

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. Incorporators. The names and addresses of the undersigned incorporators are:

Warren Sanson
2435 S. Daytona Avenue
Flagler Beach, FL 32136

Mike Aguirre
2419 S. Daytona Avenue
Flagler Beach, FL 32136

Tammie Gray
2707 Annette Street

Flagler Beach, FL 32136

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

12. Indemnification of Officers, Directors, Employees, and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended

in any manner or way whatsoever.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation this date: Jan 20 2006.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Michael Aguirre
MIKE AGUIRRE

Date: 1/20/06

Witness [Signature]
Witness [Signature]
Witness [Signature]

[Signature]
WARREN SANSON
Michael Aguirre
MIKE AGUIRRE
Tammie Gray
TAMMIE GRAY

STATE OF FLORIDA
COUNTY OF FLAGLER


On this 20 day of JANUARY, 2006 personally appeared before me, WARREN SANSON who is personally known to me or who has produced _____ as identification.

Susan Kates
Notary Public, State of Florida
Printed Name: Susan Kates
My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA
Susan Kates
Commission # DD396947
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF FLAGLER


On this 20 day of January, 2006, personally appeared before me, MIKE AGUIRRE who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Susan Kates
Commission # DD396947
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Susan Kates
Notary Public, State of Florida
Printed Name: Susan KATES
My commission expires:

STATE OF FLORIDA
COUNTY OF FLAGLER

On this 20th day of January, 2006, personally appeared before me, TAMMIE GRAY who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Susan Kates
Commission # DD396947
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Susan Kates
Notary Public, State of Florida
Printed Name: Susan KATES
My commission expires:

FILED
06 JAN 30 PM 1:09
NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA