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April 14, 2000

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

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-04/17/00--01088--003  
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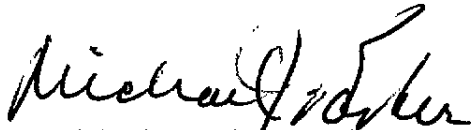
RE: Articles of Incorporation for  
IAFFOCV, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above non-profit organization along with a check payable to the Secretary of State in the amount of \$78.75 for the cost of filing and a certified copy of the filed articles. Please expedite this transaction at your earliest possible convenience.

Your assistance in this matter is appreciated. If you have any questions, you may contact this office at the number listed above.

Respectfully,

  
Michael J. Barber, Esquire

MJB/kgp  
Enclosure

FILED  
00 APR 17 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 21 2000

**Articles of Incorporation  
of  
Florida Nonprofit Corporation**

FILED  
00 APR 17 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is: IAFFOCV, Inc.

The principal office and mailing address of this corporation is: Pine Grove Volunteer Fire Dept.  
4884 Meadow Drive  
St. Cloud, FL 34772

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for the purpose of obtaining multiple forms of insurance coverage for multiple volunteer fire departments within Osceola County, Florida pursuant to contract requirements of the County of Osceola and to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of corresponding charitable purposes by the providing of volunteer fire protection within Osceola County, Florida.

B. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE V  
MANAGEMENT OF CORPORATE AFFAIRS**

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be nine (9), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 320 N. Beaumont Ave., Kissimmee, Florida 34741 on the 15th day of March of each year at 2001, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Holopaw Volunteer Fire Department  
Patricia Martinez  
9053 Lincoln Road  
St. Cloud, FL 34773

Kings Point Volunteer Fire Department  
Bill Taylor  
1570 Cheri Court  
Kissimmee, FL 34744

Kissimmee Heights Volunteer Fire Department  
John Donahue  
8621 Gopher Lane  
Orlando, FL 32829

Narcoossee Volunteer Fire Department  
Jimmy Skipper  
5945 Jack Brack Road  
St. Cloud, FL 34771

Campbell City Volunteer Fire Department  
Barbara A. Weyel  
1895 Grove Court  
Kissimmee, FL 34740

Pine Grove Volunteer Fire Department  
Madison W. Lowry, Jr.  
4884 Meadow Drive  
St. Cloud, FL 34772

Poinciana Volunteer Fire Department  
Ken Berwanger  
118 Bianca Court  
Kissimmee, FL 34758

Yeehaw Junction Volunteer Fire Department  
Allison Morrison  
5740 Forest Drive  
Okeechobee, FL 34972

Deer Run Volunteer Fire Department  
Roy F. Whitfield  
3799 Rambler Avenue  
St. Cloud, FL 34772

ARTICLE VI  
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings or funding of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII  
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of 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 such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX  
SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Madison W. Lowry, Jr.	4884 Meadow Drive St Cloud, FL 34772

ARTICLE X  
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII  
REGISTERED AGENT AND OFFICE

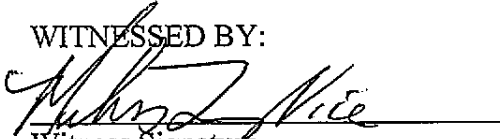
The address of the corporation's registered office shall be Pine Grove Volunteer Fire Department, 4884 Meadow Drive, St. Cloud, Florida 34772 and the name of its registered agent at said address shall be Madison W. Lowry, Jr.

ARTICLE XIII  
AMENDMENT OF ARTICLES

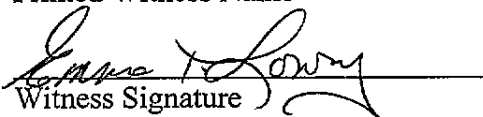
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this \_\_\_\_ day of March, 2000.

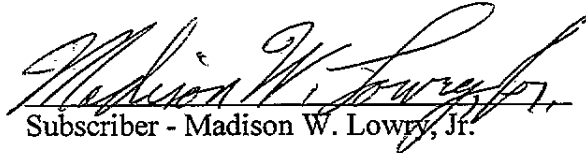
WITNESSED BY:

  
Witness Signature

Melissa Vice  
Printed Witness Name

  
Witness Signature

Emma T. Lowry  
Printed Witness Name

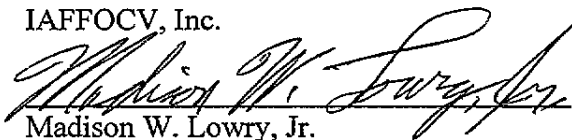
  
Subscriber - Madison W. Lowry, Jr.

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
AND NAMING THE REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with § 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

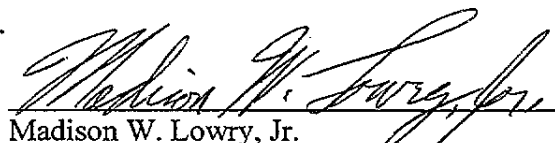
1. That IAFFOCV, Inc. desiring to qualify under the laws of the State of Florida, with its principal of business in the City of St. Cloud, State of Florida, has named Madison W. Lowry, Jr. located at Pine Grove Volunteer Fire Department, 4884 Meadow Drive, St. Cloud, Florida 34772, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

DATED: This 29<sup>th</sup> day of March, 2000.

IAFFOCV, Inc.  
BY:   
Madison W. Lowry, Jr.

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Resident Agent.

DATED: This 29<sup>th</sup> day of March, 2000.

  
Madison W. Lowry, Jr.