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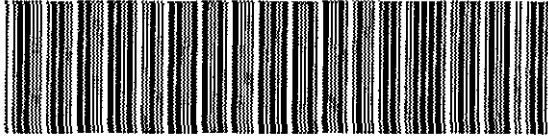
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APPROVED
AND
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07 AUG - 1 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight AUG 01 2007

SEMINOLE COUNTY ATTORNEY'S OFFICE

1101 EAST FIRST STREET • SANFORD • FLORIDA 32771-1468 • TELEPHONE (407) 665-7254 • FAX (407) 665-7259

July 31, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Seminole County Heroes Memorial Association, Inc.

Dear Sir or Madam:

I am enclosing an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 to incorporate the referenced entity.

Please return a certified copy of the Articles and the certificate of status to me.

Thank you for your professional courtesies.

Very truly yours,



David G. Shields
Assistant County Attorney

DGS/dre
Enclosures
Original and copy of Articles of Incorporation
Check for \$87.50
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ARTICLES OF INCORPORATION
OF
SEMINOLE COUNTY HEROES MEMORIAL ASSOCIATION, INC.

The undersigned, acting as incorporator pursuant to and in compliance with Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation is SEMINOLE COUNTY HEROES MEMORIAL ASSOCIATION, INC.

Article II.

INITIAL PRINCIPAL OFFICE

The physical address of the principal office of the corporation is 1101 East First Street, Sanford, Florida 32771-1468, and the mailing address of the corporation is 1101 East First Street, Sanford, Florida 32771-1468.

Article III.

DURATION

The period of the corporation's duration is perpetual, beginning from the date these Articles are filed with the Secretary of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Article IV.

PURPOSE

A. The purpose for which this corporation is organized is to collect donations and to distribute them to Seminole County, a political subdivision of the State of Florida ("Seminole County Government"). These donations are to be used for the exclusive purpose of designing, constructing and maintaining a memorial monument to honor military personnel, law enforcement officers and firefighters from Seminole County, Florida, who have died in the line of duty. The corporation shall have the power, as needed, to effectuate the foregoing described purpose, to take, buy, manage, hold, sell, and dispose of the property, both real and personal, of this corporation, subject to such rules and regulations, if any, as the corporation may adopt.

B. Subject to the limitations set forth in the previous section A, the corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Florida Not for Profit Corporation Act.

D. No part of the net 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 to make payments and distributions in furtherance of the purposes set forth in this Article.

E. 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 or in opposition to any candidate for public office.

F. 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, or the corresponding section of any future federal 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 federal tax code.

G. This corporation shall have only those powers permitted under the laws of the United States and the State of Florida necessary to effectuate purposes specifically described herein. 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 above stated purposes of this corporation.

Article V.

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed to Seminole County Government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively 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 federal tax code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI.

NO MEMBERS

This corporation shall not have members.

Article VII.

BOARD OF DIRECTORS

This corporation shall have three (3) directors initially, at least one of whom shall be the County Manager for Seminole County Government. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than three (3). The members of the Board of Directors shall serve until the election and qualification of their successors. The method of electing directors shall be set forth in the Bylaws.

Article VIII.

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial directors of this corporation are:

Frank Ioppolo
Greenberg Traurig
450 S. Orange Avenue, Suite 650
Orlando, Florida 32801

Robert Kohl
877 Paddington Terrace
Heathrow, Florida 32746.

Cynthia A. Coto
1101 East First Street
Sanford, Florida 32771-1468.

Article IX.

OFFICERS

This corporation shall have a President, a Vice President, Secretary, Treasurer and any other officer that the Board of Directors deems appropriate. The same person may hold more than one office. An officer may be a member of the Board of Directors, but an officer is not required to be a member of the Board of Directors. The Board of Directors shall elect the officers of the corporation except that the Treasurer for the corporation shall be the Fiscal Services Director for Seminole County Government.

Article X.

INITIAL REGISTERED AGENT

The name and physical address of the initial registered agent and office of this corporation is Cynthia A. Coto, 1101 East First Street, Sanford, Florida 32771-1468.

Article XI.

INCORPORATOR

The name and address of the person signing these Articles is Dick Van Der Weide, 1101 East First Street, Sanford, Florida 32771-1468.

Article XII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. The affirmative vote of a majority of the Board of Directors shall be necessary to adopt, alter, amend or repeal the Bylaws.

Article XIII.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The affirmative vote of a majority of the Board of Directors shall be necessary and sufficient to amend these Articles, except for Articles IV or V of these Articles. No amendment to Articles IV or V of these Articles shall be permitted without the majority vote of both the Board of Directors and the Board of County Commissioners of Seminole County Government, except that any amendment to Article IV or V requested or required in writing by the Internal Revenue Service of the United States Government for the sole purpose of obtaining tax-exempt status for this corporation shall require only a majority vote of the Board of Directors and not a vote of Board of County Commissioners of Seminole County Government.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 31st day of July, 2007.

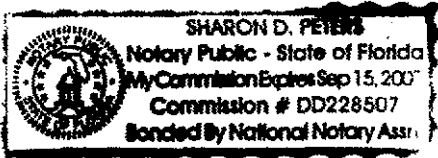
[Handwritten Signature]

Dick Van Der Weide
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was personally acknowledged before me this 31st day of July, 2007, by Dick Van Der Weide who is personally known to me or who was produced _____ as identification and who did take an oath.

[Handwritten Signature]



NOTARY PUBLIC
Print Name SHARON D. PETERS
Notary Public in and for the County _____
and State Aforementioned
My commission expires: Sept. 15, 2007

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of SEMINOLE COUNTY HEROES MEMORIAL ASSOCIATION, INC., and agree to comply with the provisions of Florida Statutes.

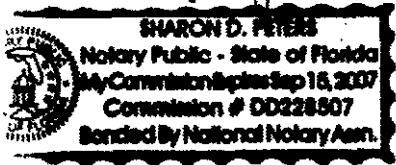



CYNTHIA A. COTO

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CYNTHIA A. COTO, to me known to be described as REGISTERED AGENT for SEMINOLE COUNTY HEROES MEMORIAL ASSOCIATION, INC. who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that she subscribed to such designation of REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 31st day of July, 2007.





NOTARY PUBLIC
Print Name SHARON D. PETERS
Notary Public in and for the County
and State Aforementioned
My commission expires: Sept. 15, 2007

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA