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**FLORIDA NON-PROFIT CORPORATION**

**Moms Remembered, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MOMS REMEMBERED, INC.**

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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Moms Remembered, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 5404 Monterrey Club Court, Windermere, Florida 34786, and the mailing address of the Corporation is 5404 Monterrey Club Court, Windermere, Florida 34786.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), for the exclusive benefit of, to perform the functions of, and/or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Orlando Regional Healthcare Foundation, Inc., a publicly supported charity (within the meaning of Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization"); provided, however, that the Corporation may select a replacement organization for the Supported Organization (and the references herein to Supported

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Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and that is a publicly supported charity (within the meaning of Sections 501(c)(3) and Section 509(a)(1) or 509(a)(2)), in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. The officers and directors of the Corporation shall maintain a close and continuous working relationship with the officers, directors or trustees of the Supported Organization, and the Supported Organization shall thereby have a significant voice in the investment policies of the Corporation, the timing and manner of making grants and the selection of recipients thereof, and in otherwise directing the use of the income or assets of the Corporation.

D. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV - ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws, and shall at all times consist of at least three (3) persons. The initial Board of Directors shall be:

Joseph D. Durek, Jr.  
5404 Monterrey Club Court  
Windermere, Florida 34786

George Rodon  
201 S. Rosalind Avenue  
Orlando, FL 32801

William E. Sublette  
25 S. Magnolia Avenue  
Orlando, FL 32801

#### ARTICLE V - NO MEMBERS

The Corporation shall have no members.

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ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. Florida. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Joseph D. Durek, Jr.	5404 Monterrey Club Court Windermere, Florida 34786

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to or for the benefit of the Supported Organization, or if the Supported Organization has lost its exempt status, has substantially abandoned its operations or is dissolved, such assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to

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be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

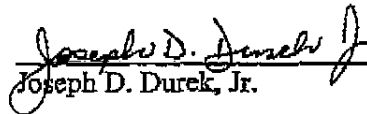
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 5 day of November, 2002.

  
\_\_\_\_\_  
Joseph D. Durek, Jr.

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: DEAN, MEAD, EGERTON,  
BLOODWORTH, CAPOJANO &  
BOZARTH, P.A., as its Sole Member

By: Jared D. Callahan  
Jared D. Callahan, Vice President

Date: November 8, 2002

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