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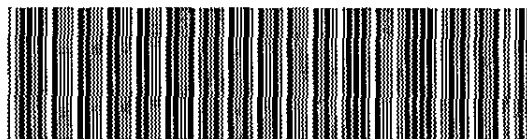
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ACCOUNT FILING COVER SHEET

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Reference:
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Date:

12/18/02

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name:

Heart-2-Heart: Pediatric-Adolescent
HIV/AIDS Foundation, Inc.

Entity Number:

Authorization:

Kim Pullen

☒ Certified Copy

☒ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☐ Amendments

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**ARTICLES OF INCORPORATION
OF
HEART-2-HEART: PEDIATRIC-ADOLESCENT HIV/AIDS FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is Heart-2-Heart: Pediatric-Adolescent HIV/AIDS Foundation, Inc. The principal place of business and mailing address of the Corporation is 17 Davis Boulevard, Suite 313, Tampa, Florida 33606.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes the following:

- (i) To provide financial assistance to children diagnosed with HIV or AIDS and their families, specifically financial assistance for medical, educational, and funeral expenses;
- (ii) To provide support groups for children diagnosed with HIV or AIDS; and
- (iii) To provide recreational opportunities for children diagnosed with HIV or AIDS and their families.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes here in above set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The Corporation shall not have any members.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is University of South Florida Pediatric Infectious Disease, 17 Davis Boulevard, Suite 313, Tampa, Florida 33606, and the name of its initial registered agent is Adrienne Brennan.

ARTICLE VI

Directors

The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Dan Barnes	161 23 rd Avenue, North St. Petersburg, Florida 33704
Adrienne Brennan	8111 N. Mobley Road Odessa, Florida 33556
Melissa McCall	161 23 rd Avenue, North St. Petersburg, Florida 33704
Linda Scarritt	824 S. Orleans Avenue Tampa, Florida 33606

ARTICLE VII

Incorporator

The name and address of the incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Adrienne Brennan	8111 N. Mobley Road Odessa, Florida 33556

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future federal income tax law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 10th day of December 2002.


Adrienne Brennan, Incorporator

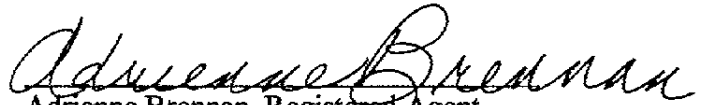
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 10th day of December 2002.


Adrienne Brennan, Registered Agent