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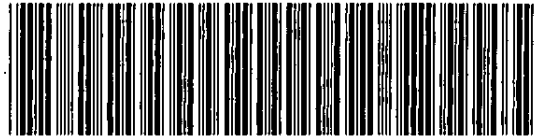
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

Re: Registration of Nicole Johnson Foundation, Inc, a Non Profit Corporation

To Whom It May Concern:

Enclosed you'll find an original and one (1) copy of the Articles of Incorporation for the Nicole Johnson Foundation, Inc., and a check in the amount of \$87.50 for the applicable filing fee, Certified Copy and Certificate.

If you have any questions, please contact me at your convenience.

Respectfully,



Ms. Nicole Johnson
14341 Passage Way
Seminole, FL 33776
(727) 288.7745

**ARTICLES OF INCORPORATION
OF THE
NICOLE JOHNSON FOUNDATION, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act as set forth in Section 617 of the Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation shall be the NICOLE JOHNSON FOUNDATION, Inc., hereinafter referred to as the "CORPORATION."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation shall be 14341 Passage Way, Seminole, Florida 33776.

**ARTICLE III
CORPORATE PURPOSES**

The Corporation shall be a nonprofit organization organized and operated exclusively for charitable, scientific and educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code and the Florida Not For Profit Corporation Act as set forth in Section 617 of the Florida Statutes, including but limited to:

1. Sponsoring, organizing, administering, enhancing, and providing conferences, seminars, workshops, classes, publications, websites, and other educational activities in the field of diabetes, which benefits the public through educating patients, academics, healthcare professionals and the general public regarding diabetes, diabetes maintenance, advances in technology and research.
2. Providing other means of education to improve the study and understanding of diabetes, diabetes maintenance, technology and research.
3. Engaging in other charitable, scientific and educational activities that support the foregoing Purposes and are not otherwise prohibited by these Articles of Incorporation and/or applicable law.

**ARTICLE IV
CORPORATE DURATION**

The duration (term) of the Corporation shall be perpetual.

**ARTICLE V
MEMBERS**

The Corporation shall have no voting members

**ARTICLE VI
BOARD OF DIRECTORS**

The business, affairs, activities and property of the Corporation shall be managed, directed, governed and controlled, and the powers of the Corporation shall be vested in and exercised by a board of directors. The number of people who serve on the board of directors shall be specified in the Bylaws of the Corporation and shall consist of at least three (3) individuals. In accordance with the Bylaws of the Corporation, the Board of Directors shall nominate and elect qualified individuals to serve as officers of the Corporation and as its Board of Directors. The term of officers and of directors, the manner of their designation and selection, their qualifications, meetings, voting and other rights and privileges shall be set forth in the Bylaws of the Corporation.

**ARTICLE VII
LIMITATIONS/ NONPROFIT PROVISIONS OF CORPORATION**

The purposes for which the Corporation is organized and shall be operated are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

No part of the net earnings or assets of the Corporation shall inure directly or indirectly to the benefit of, or be distributable to the Board of Directors, Officers, or any other private person(s), 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 III (Corporate Purposes) hereof.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under federal, state or local law.

**ARTICLE VIII
DISSOLUTION**

Upon dissolution of the Corporation, all of the Corporation's assets, after paying or making provisions for the payment of all liabilities of the Corporation, shall be

distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution and adopted by the Board of Directors as set forth in the Bylaws of the Corporation.

**ARTICLE X
AMENDMENT OF THE BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes, the Bylaws of this Corporation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws

**ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT**

The street and mailing address of the Corporation's initial registered office and the name of the initial registered agent are as follows:

Nicole Johnson
14341 Passage Way
Seminole, Florida 33776

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

DATED 11/19, 2007



Nicole Johnson, Registered Agent

**ARTICLE XII
INITIAL INCORPORATORS**

The name and address of the initial incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Nicole Johnson	14341 Passage Way Seminole, Florida 33776

IN WITNESS WHEREOF, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, I have executed these Articles of Incorporation on this 19th Day of November, 2007



Nicole Johnson, Incorporator

Date: 11/19, 2007

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TALLAHASSEE, FLORIDA