

LEONARD ALTERMAN

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May 24, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-05/29/01--01158--012
*****70.00 *****70.00

Re: SUNSHINE FUND, INC.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of SUNSHINE FUND, INC., a Florida corporation not for profit. Also enclosed is a check in the amount of \$70.00 as payment for the filing fee and designation of registered agent.

Sincerely,



Leonard Alterman

LA/bjw
Enclosures
cc: Jodie L. Butler w/ Encl.

FILED
01 JUN -7 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 12 2001

W01-12794



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 6, 2001

LEONARD ALTERMAN ESQ
9116 CYPRESS GREEN DRIVE STE 207
JACKSONVILLE, FL 32256

SUBJECT: SUNSHINE FUND, INC.
Ref. Number: W01000012794

We have received your document for SUNSHINE FUND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 701A00034389

ARTICLES OF INCORPORATION
OF
SUNSHINE FUND, INC.

FILED
01 JUN -7 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, for the purpose of organizing and incorporating a Florida not for profit corporation adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is SUNSHINE FUND, INC.

ARTICLE II

This is a non-profit corporation organized solely for general charitable purposes pursuant to Florida Not for Profit Corporation Act.

ARTICLE III

The specific and primary purposes for which this Corporation is formed are to produce and promote seminars in personal emotional growth and development, leadership and inter-relational skills.

The general purposes for which this Corporation is formed are to operate exclusively 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 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The property of this Corporation is irrevocably dedicated to the charitable purposes set forth herein 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 V

The street address of the principal office of the Corporation is 1204 Wood Hill Place, Jacksonville, FL 32256.

The name of the Registered Agent for service of process of that office shall be LEONARD ALTERMAN.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The Directors named in Article VI shall hold office until the first meeting of the Directors. There shall be at least (3) Directors constituting the Board of Directors who shall be elected as provided in the bylaws of the corporation. The names and addresses of each person who is to serve as a member of the initial board of directors are:

- (1) JODIE L. BUTLER
1204 Wood Hill Place
Jacksonville, Florida 32256
- (2) KRISTIN C. BUTLER
1204 Wood Hill Place
Jacksonville, Florida 32256
- (3) CLIFTON E. THOMAS
5404 Contina Avenue
Jacksonville, FL 32277

ARTICLE VII

The name and address of the Incorporator of this Corporation is as follows:

JODIE L. BUTLER
1204 Wood Hill Place
Jacksonville, Florida 32256

ARTICLE VIII

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or Corporation organized and operated exclusively for a charitable purpose which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE IX

These Articles of Incorporation may be amended by amendment approved by a majority vote of the Directors of this Corporation at any meeting of the Directors of the Corporation, provided that if the meeting is other than a regular meeting of the Corporation, notice of the meeting and the proposed amendment shall be served upon all Directors of the Corporation at least 10 days before the meeting, at which the amendment is proposed.

ARTICLE X

The Corporation shall not engage in any activities which would disqualify it as a tax exempt organization under the United States Internal Revenue Code.

ARTICLE XI

The Corporation shall have all powers granted corporations not-for-profit under Chapter 617 of the Florida Statutes as the same may be amended from time to time. In addition, the Board of Directors may grant such further powers to the Corporation as it may deem appropriate in the Corporation's Bylaws or otherwise as long as such powers are not in conflict with any applicable law. However, despite anything herein to the contrary, the Corporation shall exercise only such powers and conduct only such activities as are in furtherance of one or more of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code as that section may from time to time be amended.

ARTICLE XII

The Board of Directors may from time to time establish provisions for memberships in the Corporation separate from the Board of Directors.

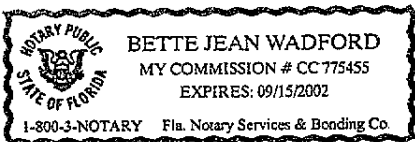
IN WITNESS WHEREOF, the incorporators of the Corporation, have caused these Articles of Incorporation to be signed this 24 day of May, 2001.


JODIE L. BUTLER

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

SS:

The foregoing instrument was acknowledged before me by JODIE L. BUTLER this 24 day of May, 2001 who _____ produced as identification _____ or who is personally known to me and who did not take an oath.



Bette Jean Wadford
Notary Public
State of Florida at Large
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, LEONARD ALTERMAN, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for the above named corporation.

Dated this 24 day of May, 2001.

Leonard Alterman
LEONARD ALTERMAN