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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

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NAME: HEALING THE CHILDREN-FLORIDA, INC.

AUDIT NUMBER.....H98000006411

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ATTORNEY: 424

CLIENT: 099998

MATTER: 58538

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
April 2, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA

Direct Dial: 407/418-6462

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
HEALING THE CHILDREN-FLORIDA, INC.

The undersigned incorporator hereby desires and agrees to form a corporation for charitable and philanthropic purposes under the provisions of Chapter 617 Florida Statutes and says as follows:

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be HEALING THE CHILDREN-FLORIDA, INC. The principal office and mailing address of the corporation is 4137 Equestrian Lane, Windermere, Florida 34786.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 4137 Equestrian Lane, Windermere, Florida 34786, and the name of the registered agent for the corporation shall be Penny Johnson.

ARTICLE III

SPECIFIC AND GENERAL PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is as follows: mindful that we are all children in the sight of God, irrespective of our race, religion, or other circumstances in this life, and knowing that there are children in this world who do not receive necessary medical care because adequate medical resources are not available in the general area in which they live, and believing that there are adequate medical resources available in other areas, and further believing that there are concerned individuals and organizations that are willing and able to provide the necessary medical care and placement for these children, this corporation shall be a Christian-based, non-denominational association which shall act as a referral agency dedicated to the purpose of uniting these children with appropriate medical resources and families that will fulfill their needs.

To facilitate this union between the children and the necessary medical care, this corporation shall actively endeavor to locate these children, identify their specific medical needs, recruit medical personnel and facilities to provide the medical care, arrange for sponsorship or "host" families who

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THIS DOCUMENT PREPARED BY: James H. Hootor, Esquire
Fla. Bar No. 865494, Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive, Orlando, FL 32801, (407) 843-4600

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will furnish loving support for the children in the community where the care will be provided, coordinate logistics between all involved parties, and cooperate with other local, national, and international agencies in meeting medical and placement needs of these children.

Section 2. The general purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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. Notwithstanding any other provision of these Articles of Incorporation, this 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 laws, 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 laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

POWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes; provided, however, that this corporation, in exercising any

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one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

William P. Kelly

7663 Clubhouse Estates Drive
Orlando, Florida 32819

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The number of directors constituting the Board shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the Board of Directors who shall serve until their successors are appointed and qualified in accordance with the Bylaws are as follows:

Perry Johnson

4137 Equestrian Lane
Windermere, Florida 34786

Broose Johnson

4137 Equestrian Lane
Windermere, Florida 34786

Rosina A. Kelly

7663 Clubhouse Estates Drive
Orlando, Florida 32819

William P. Kelly

7663 Clubhouse Estates Drive
Orlando, Florida 32819

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Section 3. The method of election of members of the Board of Directors of the corporation shall be stated in the Bylaws of the Corporation.

ARTICLE VIII

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the charitable purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of, or be distributable to, any officer or director of the corporation or to the benefit of any other private person. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusively public purposes.

ARTICLE IX

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 517, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE X

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

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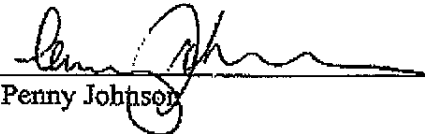
IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 27th day of March, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

William P. Kelly 3/27/98
William P. Kelly

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of HEALING THE CHILDREN-FLORIDA, INC.

 3/27/98
Penny Johnson

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