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February 29, 2000

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FILED
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SEATTLE
TALLAHASSEE, FLORIDA

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

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Re: Project GRACE, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation to establish Project GRACE, Inc. as a Florida nonprofit corporation. Also enclosed is a check for \$78.75 for the applicable filing fee and a Certificate of Status.

If you have any questions or need additional information, please contact me at the address or phone number provided below.

Tracy Tunney Ward
1800 Firstar Tower
425 Walnut Street
Cincinnati, OH 45202
(513)381-2838

Thank you for your assistance in this matter.

Sincerely,

Tracy Tunney Ward

Tracy Tunney Ward

Enclosures

c: Marty Ratliff (w/encl.)
Robert E. Rich, Esq. (w/o encl.)

S. Thompson MAR 13 2000

ARTICLES OF INCORPORATION

OF

PROJECT GRACE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, does hereby certify as follows:

FIRST. The name of the corporation shall be Project GRACE, Inc. (the "Corporation").

SECOND. The principal place of business and mailing address of the Corporation is at 6800 N. Dale Mabry, Suite 100, Tampa, FL 33614.

THIRD. The Corporation is organized exclusively for religious, charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes for which the Corporation is formed are to promote comfort, dignity and grace in dying by providing information and counseling to persons and health care providers about end of life medical care and by supporting research into, and public education about, death and dying, and to conduct activities consistent with such purposes the nonprofit corporation laws of the State of Florida and Section 501(c)(3) of the Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

FOURTH. The directors of the Corporation shall be elected as stated in the Corporation's Bylaws.

FIFTH. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual or entity, 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 Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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.

SIXTH. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH. The name and Florida street address of the initial registered agent is Marty Ratliff, 6800 N. Dale Mabry, Suite 100, Tampa, FL 33614.

EIGHTH. The name and address of the Incorporator of these Articles of Incorporation is:

Marty Ratliff
6800 N. Dale Mabry, Suite 100
Tampa, FL 33614

IN WITNESS WHEREOF, I have signed these Articles this 14 day of Feb, 2000.

Marty Ratliff
Marty Ratliff, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent. I sign this acceptance of appointment this 14 day of February, 2000.

Marty Ratliff
Marty Ratliff, Registered Agent