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FLORIDA NON-PROFIT CORPORATION

The Bright Star Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THE BRIGHT STAR FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned Incorporator being a natural person of the age of eighteen years of age or older and desiring to form a nonprofit body corporate under the laws of the State of Florida, does hereby sign, verify and deliver these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be The Bright Star Foundation, Inc., (hereinafter sometimes referred to as the "Corporation").

ARTICLE II: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III: NOT FOR PROFIT STATUS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 IV hereof.

B. All property of this Corporation shall be irrevocably dedicated to the charitable, educational, and non-profit purposes herein set forth.

C. In the event of the dissolution of the Corporation, any moneys or properties in possession of, or to which any right, title, or interest is claimed by the corporation, shall be transferred, given, and disposed of to, and only to, one or more organizations described in Section 501(c)(3) of The Internal Revenue Code of 1986 (hereinafter sometimes referred as the "Code").

D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office.

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E. The Corporation shall not engage in any activity not permitted by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1986, or (b) contributions to which are deductible under Section 170 (c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE IV: CORPORATE PURPOSE

The objects and purposes of the Corporation are:

(a) Exclusively for charitable, and educational purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section any future Federal tax code) and more specifically, to provide camping, recreational and educational experiences to financially or medically disadvantaged children.

(b) To receive and administer funds and properties of all kinds for the above purposes and, to that end, to take and hold by bequest, devise, gift purchase, loan or lease, either absolutely or in trust, for said purposes, or any of them, any property, real, personal, or mixed, without limitations as to amount or value, except such limitations, if any, as may be imposed by law or by the provisions of these, its Articles of Incorporation; to sell, convey, and dispose of any such property, to invest and reinvest the principal thereof and to deal with and expend such principal or income therefrom for any of the purposes of the Corporation, either by direct action of the Corporation or by means of trusts created by it without limitations, except such limitations, if any, as may be contained in the instrument under which such funds or property are received; to receive any property, real, personal or mixed, in trust, under the terms of any deed, will deed or trust, or other trust instrument for the purposes of the Corporation, and in Administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purposes, if authorized or directed in the instrument under which it is received, receive take title to, hold and use the proceeds and income of real estate, personal estate, stock, bonds, obligations or other securities of any person or persons, corporation or corporations, domestic or foreign for the purposes of the Corporation; and in general to exercise such other powers as the Directors may deem requisite to promote the general purposes of the Corporation as are permitted by law to corporations of its class, and to have all other with which such corporations are endowed.

(c) To conduct campaigns for raising of funds and to accept contributions from individuals, corporations, and other bodies, foundations, and organizations. The Corporation shall have the power to print, edit, publish, make, display, and sell such books, magazines, pictures, and slides as may be necessary or desirable for the accomplishment of the purposes of the Corporation; and to buy, sell, and generally to deal in appropriate and related souvenirs, curios, mementos, and publications.

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(d) For the accomplishment of its exclusively educational, charitable, religious, and nonprofit purposes, the Corporation shall have all of the powers conferred upon nonprofit corporations pursuant to the laws of the State of Florida; and such powers contained in the laws of the State of Florida shall exist in the Corporation as fully as if specifically set forth herein.

ARTICLE V: DIRECTORS

The directors of the Corporation shall be designated and referred to as "Directors." The governing body of The Bright Star Foundation, Inc., shall be a Board of Directors in which shall be vested the full governance and control of all corporate and business affairs.

The Directors shall serve without compensation and shall be members of the Corporation. The number of Directors shall be set from time to time by by-law. The initial Board of Directors shall consist of five (5) persons, the Incorporator identified below.

<u>NAMES</u>	<u>ADDRESSEES</u>
1. Gary Allen Shawkey	13114 Hazelcrest Street Spring Hill, Florida 34609
2. Stephanie Rae Shawkey	13114 Hazelcrest Street Spring Hill, Florida 34609
3. Reighard Lee Fields	415 South 2 nd Avenue Washington, IA 52363
4. Debra Jeanne Prosser	2732 Ojibway Road Kamloops, B.C. Canada V2H 1P1
5. Norman Ronald Prosser	2732 Ojibway Road Kamloops, B.C. Canada V2H 1P1

ARTICLE VI: CORPORATE STRUCTURE: QUALIFICATION OF MEMBERS

The Corporation shall not have shareholders, nor be authorized to issue capital stock any class. No person who is not also a Director may be a member. The qualification for members and the manner of their admission shall be regulated by the bylaws for this Corporation.

ARTICLE VII: REGISTERED AGENT AND OFFICE

The registered agent and office of the Corporation is: Andrew L. Adler, Esq. of Gibbons, Cohn, Neuman, Bello, Segall & Allen, P.A., 3321 Henderson Blvd., Tampa, Florida 33609.

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ARTICLE VIII: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is: The Bright Star Foundation, Inc., 13114 Hazelcrest Street, Spring Hill, Florida 34609.

ARTICLE IX: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	Gibbons, Cohn, Neuman, Bello, Segall & Allen, P.A. 3321 Henderson Boulevard Tampa, FL 33609

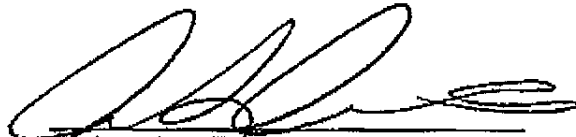
ARTICLE X: APPOINTMENT OF OFFICERS

The Board of Directors may, from time to time, by the adoption of bylaws of the Corporation or otherwise, appoint such officers as the Directors shall deem necessary for the furtherance of the business of the Corporation. In the event that such appointments are made, such officers may be given any of the rights and privileges of the Board except the right to fill a vacancy in the Board of Directors, and except as provided by law.

ARTICLE XI: AMENDMENT

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendment thereto, and all rights and privileges conferred upon the Directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned has set his and seal as the 7th day of August, 2000.



Andrew L. Adler, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of August, 2000.


Andrew L. Adler
Registered Agent

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