

NDI 000000553

Celebrate Life, Inc.
1920 SW 72nd Street
Gainesville, Florida 32604
(352)332-7746

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-01/23/01--01060--017
*****87.50 *****87.50

January 23, 2001

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

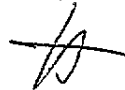
RE: Celebrate Life, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, Certified Copy and Certificate of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Ira Judson Philpot
Celebrate Life, Inc.
1920 SW 72nd Street
Gainesville, Florida 32607

FILED
01 JAN 23 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DH:dh
Enclosures

Feb 1/24 (6)

*ARTICLES OF INCORPORATION
of*

CELEBRATE LIFE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporator of a non-profit corporation under the Florida Business Corporation Act, in compliance with Chapter 617, F.S., adopts the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is CELEBRATE LIFE, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principle office is 1920 SW 72nd Street, Gainesville, Florida, 32607.

ARTICLE III - PURPOSE AND DURATION

The general purpose for which this corporation is organized shall be as a not-for-profit educational organization which shall conduct any and all lawful business which a not-for-profit educational organization may conduct, however the primary purpose of the corporation shall be to obtain and administer funds to provide constructive recreation in the form of musical shows for the elderly and underprivileged with the focus point on abstinence of addictive substances.

ARTICLE IV - EXCLUSIVE PURPOSE

This corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE V- USE OF NET EARNINGS

No part of the net earnings of this corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization 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 behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), i.e., charitable, educational, religious or scientific, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE VI

This corporation may name one or more recipients of the assets of the corporation upon dissolution, in accordance with Article V of these Articles, however, if a named recipient is not in existence at the time of distribution, or is no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VII- MANNER OF ELECTION

The initial board of directors will be elected by the majority vote of the sitting board of directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS/OFFICERS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three. The names and addresses of the initial directors of the corporation are:

President

Ira Judson Philpot
1920 SW 72nd Street
Gainesville, Florida 32607

Director

Louise Falvo
9308 North Rome Circle
Tampa, Florida 33612

Vice-President

Secretary/Treasurer

Angela Woodhull
1920 SW 72nd Street
Gainesville, Florida 32607

Director

David Hansen
880 SR26
Melrose, Florida 32666

ARTICLE IX

The powers of the corporation shall be as authorized under Chapter 617, Florida Statutes.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Ira Judson Philpot and the street address of the initial registered office is 1920 SW 72nd Street, Gainesville, Florida, 32607.


ARTICLE IX- INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Ira Judson Philpot, 1920 SW 72nd Street, Gainesville, Florida, 32607.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

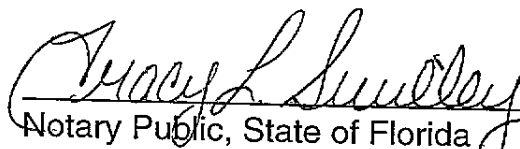
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of January 2001.


Ira Judson Philpot
Incorporator

STATE OF FLORIDA
COUNTY OF Alachua

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ira Judson Philpot, known to be and known by me or proved to me on the basis of satisfactory evidence to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of January 2001.


Notary Public, State of Florida

My commission




**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CELEBRATE LIFE, INC.

Pursuant to Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Corporation at 1920 SW 72nd Street, Gainesville, Florida, 32607, has named Ira Judson Philpot, located at the aforesaid address, as its registered agent to accept service of process within this state.

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.



Ira Judson Philpot
President - Celebrate Life, Inc.

1/22/01
Date

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TALLAHASSEE, FLORIDA