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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

Marc Reichelderfer

Requester's Name

200 W. College Ave.

Address

Tallahassee, FL 32301
202-2022

City/State/Zip

Phone #

NO1000004821

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Smoke-Free for Healthy, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name
- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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**ARTICLES OF INCORPORATION
OF
SMOKE-FREE FOR HEALTH, INC.**

This Nonprofit Corporation is formed in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**ARTICLE I
NAME**

The name of the Nonprofit Corporation is SMOKE-FREE FOR HEALTH, INC.
("Smoke-Free")

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of Smoke-Free is 605 East Robinson Street, Suite 530, Orlando, Florida 32801. The mailing address of Smoke-Free is P.O. Box 530106, Orlando, Florida 32853-0106.

**ARTICLE III
PURPOSE**

Smoke-Free is organized to operate exclusively for the promotion of social welfare as within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time, including but not limited to the following:

1. To promote awareness of the harmful effects of second-hand and environmental tobacco smoke;
2. To support issues and initiatives to protect citizens from the dangers of second-hand tobacco smoke and tobacco use;
3. To serve as or to sponsor any political committee(s) deemed necessary to carry out Smoke-Free's purposes;
4. To attempt to influence legislation that is germane to Smoke-Free's social welfare purposes;
5. To engage in business activities as a means of financing Smoke-Free's social welfare programs;
6. Smoke-Free shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In furtherance of these purposes, Smoke-Free shall have the powers to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section

501(c)(4). No part of Smoke-Free's net earnings shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust, or corporation having a personal or private interest in Smoke-Free. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of Smoke-Free shall be limited to reasonable amounts.

ARTICLE IV
MEMBERSHIP

The Non-profit corporation shall have no members.

ARTICLE V
BOARD OF DIRECTORS

All Corporate powers shall be exercised by or under the authority of, and the affairs of Smoke-Free shall be managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation. The board of directors must consist of three or more individuals. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but Smoke-Free must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. A director may be removed from office pursuant to procedures provided in the bylaws.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of Smoke-Free's initial registered office is 315 South Calhoun Street, Suite 600, Tallahassee, FL 32301. The name of Smoke-Free's initial registered agent at that address is Interstate Registered Agent Corporation.

ARTICLE VII
DISSOLUTION

Dissolution of Smoke-Free may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. At any time after dissolution is authorized, Smoke-Free may dissolve by delivering to the Department of State for filing articles of dissolution setting forth the information described in Section 617.1403, Florida Statutes, as amended from time to time. A plan of distribution of assets, authenticated by an officer of Smoke-Free and containing the officer's certificate of compliance with the requirements of law must be filed with the Department of State, and must provide the following:

(a) All liabilities and obligations of Smoke-Free shall be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by Smoke-Free upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by Smoke-Free subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Upon dissolution of Smoke-Free, its assets shall be disposed of exclusively for the purposes of Smoke-Free or distributed to one or more organizations organized and operated exclusively for the promotion of social welfare or for charitable purposes which shall, at the time, qualify as exempt organizations under sections 501(c)(4) or 501(c)(3).

ARTICLE VIII
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of Smoke-Free shall commence on the date of filing of these Articles of Incorporation, and it shall exist perpetually.

ARTICLE IX
AMENDMENTS

These articles of incorporation may be amended by adoption of an amendment at a meeting of the board of directors by a majority vote of the directors then in office.

ARTICLE X
INCORPORATOR

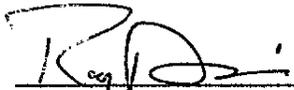
The names of the Incorporators are: Ray Davis, Tere Shelton, J.D., Scot Ackerman, M.D. Barry Horowitz, M.D., Pablo M. Mila, Donald A. Webster, and Sandra R. Kessler. The address of each Incorporator appears below each Incorporator's signature at the end of these Articles of Incorporation.

ARTICLE XI
INDEMNIFICATION

Smoke-Free shall indemnify its directors, officers, employees and agents to the full extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned persons constituting the Incorporators of Smoke-Free, have executed these Articles of Incorporation for the purpose of forming Smoke-Free for Health, Inc.

Dated: July 9, 2001.



Ray Davis, Chairman
American Cancer Society,
Florida Division
3709 W. Jetton Ave.
Tampa, FL 33629

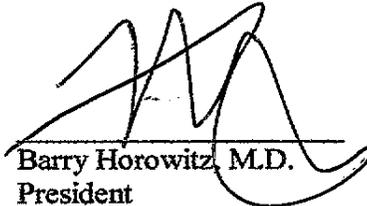


Tere Shelton, J.D., Chairman
American Heart Association
Florida/Puerto Affiliate

9900 9th Street N.
St. Petersburg, FL 33716

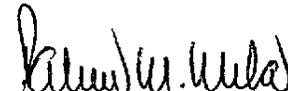


Scot Ackerman, M.D.
President
American Cancer Society,
Florida Division
3709 W. Jetton Ave.
Tampa, FL 33629

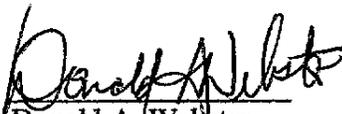


Barry Horowitz, M.D.
President
American Heart Assn.
Florida/Puerto Affiliate

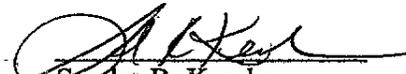
9900 9th Street N.
St. Petersburg, FL 33716



Pablo M. Mila
President
American Lung Assn.
of Florida, Incorporated
5526 Arlington Road
Jacksonville, FL 32211



Donald A. Webster
Chief Executive Officer
American Cancer Society,
Florida Division
3709 W. Jetton Ave.
Tampa, FL 33629



Sandra R. Kessler
Executive Director
American Lung Assn.
of Florida, Incorporated
5526 Arlington Road
Jacksonville, FL 32211

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Smoke-Free for Health, Inc. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

**Interstate Registered Agent
Corporation**

By: *Matthew*
Its: VICE PRESIDENT
Signature/Registered Agent

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