

**N01000005896**

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August 13, 2001

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Parents In Mourning, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the original of the Designation of Registered Agent concerning the above referenced corporation, together with our check in the sum of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return a copy of same to me.

If you have any questions, please do not hesitate to call.

Very truly yours,

  
Donald W. Duncan

DWD:dd  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA NONPROFIT CORPORATION**

**ARTICLE I**

**Corporate Name**

The name of this corporation is:

**PARENTS IN MOURNING, INC.**

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation organized for the charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**Duration**

The term of existence is perpetual.

**ARTICLE IV**

**General and Specific Purposes**

A. The General Purpose of the corporation is to provide counseling and be a support group for parents and families of children who have died prematurely or who have suffered disabilities in accidents, and other similar pursuits as adopted by the Board of Directors.

B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

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## ARTICLE V

### Management of Corporate Affairs

#### A. Board of Directors:

1. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of Directors shall not be less than three (3) nor more than nine (9), provided, however, that the actual number shall be set forth in the By-Laws duly adopted or amended.

2. The Directors named herein shall hold office until the next meeting of members held for the election of Directors. Thereafter, members of the Board of Directors shall be elected at the annual meeting of members pursuant to the By-Laws of the corporation. In the event that a vacancy on the Board of Directors should occur for any reason, the vacancy may be filled by the assent of a majority of the remaining Directors to serve until the next annual election.

3. Any action required or permitted to be taken by the Board of Directors under any provision of law, may be taken without a meeting, provided that all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action taken by written consent shall have the same force and effect as if taken by a unanimous vote of the Board as permitted under these Articles of Incorporation, and a statement to that effect shall be prima facie evidence of such authority.

4. The names and addresses of the present members of the Board of Directors are as follows:

- |                         |   |
|-------------------------|---|
| a. Donna M. L. Lunsford | 43 Weyanoke Lane<br>Palm Coast, FL 32164        |
| b. Stacy Grein          | 15 Colony Court<br>Palm Coast, FL 32137         |
| c. Angelo Bruccaleri    | 21 Lakeside Place, West<br>Palm Coast, FL 32137 |
| d. Sharon Guile         | 16 Uniberry Place<br>Palm Coast, FL 32164       |

e. **Thomas Russo**

39 President Lane  
Palm Coast, FL 32164

f. **Peter Grein**

15 Colony Court  
Palm Coast, FL 32137

g. **Maureen Russo**

39 President Lane  
Palm Coast, FL 32164

**B. Corporate Officers:**

The officer positions of the corporation shall be designated in the By-Laws and filled by annual election in the manner prescribed in the By-Laws. The following persons shall serve as corporate officers until such time as officers are elected at a duly held meeting for such election:

a. President

-- **Donna M.L. Lunsford**

b. Vice Presidents

**Angelo Bruccaleri**  
**Stacy Grein**

c. Treasurer

**Helen Kearns**

Asst. Treasurer

**Mary Bruccaleri**

d. Secretary

**Sharon Guile**

e. Program Directors

**Peter Grein**  
**Maureen Russo**  
**Thomas Russo**

**ARTICLE VI**

**Earnings & Activities of Corporation**

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributed 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. 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 behalf of any candidate for public office.

C. 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **Distribution Of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall from time to time qualify as an exempt organization (s) under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Membership**

Active membership shall be persons of good moral character whose associations in business or profession and private life are above reproach, and shall be public spirited citizens who have a sincere interest in the welfare of the League and its members. Any person meeting these qualifications shall be eligible for active membership upon written application duly endorsed by an active member and approved by the Board of Directors.

## ARTICLE IX

### Amendment of the By-Laws

Any amendments to the By-Laws of the corporation shall be made as set forth in the By-Laws, subject to the limitations set forth in the Corporations Not For Profit Law of the State of Florida.

## ARTICLE X

### Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual, except as provided elsewhere herein.

## ARTICLE XI

### Registered Agent and Office

The address of the corporation's registered office shall be 25 Florida Park Drive, Palm Coast, FL. 32137 and the name of its registered agent at that address is **DONALD W. DUNCAN, P.A.**

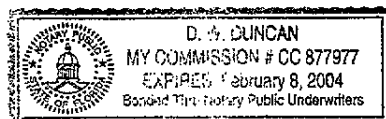
I, **THE UNDERSIGNED**, being the President of this corporation, for the purpose of adopting these Articles of Incorporation under the laws of the State of Florida, have executed these Articles of Incorporation this 13 day of August, 2001.

  
President, Donna M. L. Lunsford

STATE OF FLORIDA:  
COUNTY OF FLAGLER:

I HEREBY CERTIFY that before me, a Notary Public, personally appeared **DONNA M. L. LUNSFORD**, to me and known by me to be the person described as President, or presented a driver license as identification, and who executed the foregoing Amended and Restated Articles of Incorporation on this 13 day of August, 2001.

  
Notary Public  
My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT PARENTS IN MOURNING, INC. DESIRING TO QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 43 WEYANOKE LANE, PALM COAST, FLORIDA, 32164, HAS NAMED  
DONALD W. DUNCAN, P.A., LOCATED AT 25 FLORIDA PARK DRIVE NORTH,  
PALM COAST, STATE OF FLORIDA, AS ITS REGISTERED AGENT AND OFFICER  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Donna M. R. Lunsford,  
President

DATE: August 13, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DONALD W. DUNCAN, P.A.

By: 

Donald W. Duncan  
Registered Agent

DATE: August 13, 2001.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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