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AKERMAN SENTERFITT

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FILED

01 OCT 26 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 17, 2001

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FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation for Samaritan's Bridge, Inc.
Our File No. 28014-120729

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Samaritan's Bridge, Inc., together with a Certificate Designating Place of Business or Domicile for Service of Process Within Florida, Naming Agent Upon Whom Service May Be Made. We enclose a check in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Incorporation	\$ 35.00
Fee for filing Certificate Designating Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

In accordance with F.S. 617.0203(1), the corporation began its existence on October 17, 2001, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from that date, in compliance with that statute.

TP033167;1

W01000024305

AKERMAN, SENTERFITT & EIDSON, P.A.

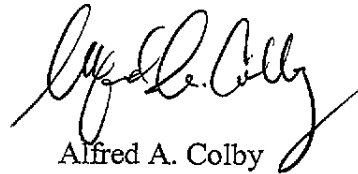


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Corporate Records Bureau
Division of Corporations
Department of State
October 17, 2001
Page 2

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office. Thank you for your cooperation in this matter.

Sincerely,



Alfred A. Colby

Enclosures

cc: Ms. Sandra Turton



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
01 OCT 26 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 19, 2001

ALFRED A. COLBY
POST OFFICE BOX 3273
TAMPA, FL 33601-3273

SUBJECT: SAMARITAN'S BRIDGE, INC.
Ref. Number: W01000024305

We have received your document for SAMARITAN'S BRIDGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Barbara Bostick
Document Specialist
New Filings

Letter Number: 001A00057929

ARTICLES OF INCORPORATION
OF
SAMARITAN'S BRIDGE CHARITIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name and Principal Office

The name of this corporation shall be Samaritan's Bridge Charities, Inc., and it shall have a principal address of 4255 West Humphrey Street, #2312, Tampa, Florida 33614.

Article II. Term of Existence

This corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

Article III. Purpose

This corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as that section may from time to time be amended, and, to that end, to do the following:

- a. To provide medical devices and equipment to disabled, low-income, uninsured or under-insured people who require temporary or long-term usage of mobility equipment or other medical devices to enhance their mobility, independence or quality of life when other options are not available to them.
- b. To work with physicians, social service agencies, rehabilitation facilities, churches, community service agencies and other non-profit organizations to assist the physically challenged in returning to work or improving their quality of life by providing necessary personal mobility devices or accommodations in their homes or work place.
- c. To do any and all lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

Article IV. Powers

Subject to the provisions of Article III, this corporation shall have all powers conferred by the laws of the State of Florida upon not for profit corporations.

Article V. Membership

This Corporation shall have no members.

Article VI. Registered Office and Registered Agent

The initial registered agent, and the street address of the initial registered office, shall be Alfred A. Colby, Suite 1500, 100 South Ashley Drive, Tampa, Florida 33602.

VII. Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall initially have six (6) directors. The directors shall be elected as provided in this corporation's Bylaws.

Section 2. The names and addresses of the persons who shall serve as initial directors are as follows:

Thomas L. Bernasek, M.D.	4175 E. Fowler Avenue Tampa, FL 33617
Richard DeWilde	180 Lucero Portola Valley, CA 94028
Edgar E. Fields	435 Musket Entry Roswell, GA 30076
Dan Luther	3061 East Villa Rita Drive Phoenix, AZ 85032
Mark Thompson	12272 Sky Lane Los Angeles, CA 90049
Sandra Turton	4255 W. Humphrey St. #2312 Tampa, FL 33614

Section 3. The term of service of each director shall be one year.

Section 4. The number of directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

Article VIII. Bylaws

Section 1. The power to adopt Bylaws for this corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of this corporation.

Section 2. The Bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

Article IX. Incorporator

The name and address of the incorporator is Alfred A. Colby, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602.

Article X. Use of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director, or other private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the corporation and reimburse individuals for reasonable expenses incurred for the benefit of the corporation), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Article XI. Prohibited Activities

Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as that Section may from time to time be amended.

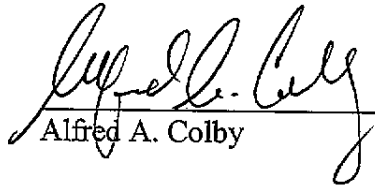
Article XII. Dissolution

Upon dissolution of this corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or as that Section may from time to time be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this corporation.

Article XIII. Non-Stock Basis

This corporation is organized upon a non-stock basis.

The undersigned subscribing incorporator has hereunto set his hand and seal as of October 17, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

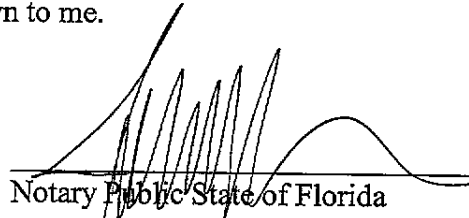


Alfred A. Colby

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 25th day of October, 2001, by Alfred A. Colby, who is personally known to me.





Notary Public State of Florida

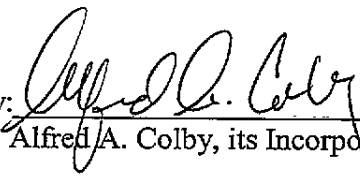
Notary's Printed Name
My Commission Expires: _____

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

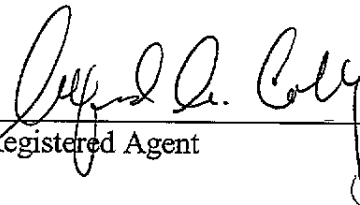
That Samaritan's Bridge Charities, Inc., desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED as of the 17th day of October, 2001.

By: 
Alfred A. Colby, its Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA