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FLORIDA NON-PROFIT CORPORATION

The Terri Schindler Schlave Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE TERRI SCHINDLER SCHIAVO FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name, Street Address and Mailing Address

The name of the corporation is: The Terri Schindler Schiavo Foundation, Inc.

The street address and mailing address of the principal office of the corporation is:

4615 Gulf Blvd., Suite 103 - 104, St. Petersburg, FL 33706.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated for any charitable purposes, including, but not limited to, the following purposes:

- (1) Provide financial aid in the effort to prevent the death of Theresa Marie Schiavo.
- (2) Provide financial aid in the effort to underwrite medical and neurological expenses associated in the rehabilitation treatment and care of Theresa Marie Schiavo.
- (3) Increase public awareness of the current state of marriage infidelity laws, guardianship laws and end-of-life issues.
- (4) Lobby and otherwise encourage changes in the laws of the state of Florida and other states with respect to guardianship to extend parents' rights in the guardian process.
- (5) Provide financial aid and public awareness efforts in situations where a court may order the removal of life-sustaining care for an incapacitated person.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

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ARTICLE IV
Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at such address is Cristin A. Conley.

ARTICLE VI
Directors

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the corporation, provided that the corporation shall always have at least three directors. The name and address of each initial director of the corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert S. Schindler Sr.	6372 Palma Del Mar Blvd. #101 St. Petersburg, FL 33715
Mary L. Schindler	6372 Palma Del Mar Blvd. #101 St. Petersburg, FL 33715
Robert S. Schindler Jr.	3101 Sea Way Ct. #105 Tampa, FL 33629
Suzanne Carr	6368 7 th Avenue N. St. Petersburg, FL 33710

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ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

Name

Cristin A. Conley

Address

One Harbour Place
777 South Harbour Island Blvd.
Tampa, FL 33602-5730

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 7th day of February 2002.


Cristin A. Conley, Incorporator

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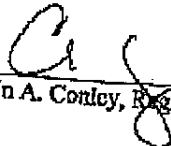
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 7th day of February 2002.


Cristin A. Conley, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA