

KENNETH B. WHEELER, LL.M. TAX, P.A.
ATTORNEYS AND COUNSELORS AT LAW
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789

KENNETH B. WHEELER, J.D./LL.M. TAX
EMAIL: kwheeler@wealthcare.com

PRACTICE LIMITED TO WEALTHCARESM LAW

OF COUNSEL
RICHARD C. JANS, J.D./LL.M. TAX
EMAIL: rjanstax@pb.com

EDWARD W. SOULSBY, J.D.
EMAIL: esoulsby@wealthcare.com

INTERNET: www.wealthcare.com
PHONE: (407) 645-1779
FAX: (407) 740-5691

NO2000004234
May 23, 2002

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

RE: Family Legacy Foundation, Inc.

800005665538--0
-06/03/02--01077--010
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing, effective June 1, 2002.

Please return the copy with the filing information stamped on it. A return envelope is provided for your convenience. Also enclosed is our firm check #5039 in the amount of \$70.00 for the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

Edward W. Soulsby
Edward W. Soulsby, Esq.

EWS/sae
Enclosures

[Handwritten signature]
6/4

FILED
02 JUN -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
FAMILY LEGACY FOUNDATION, INC.

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

FAMILY LEGACY FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the Internal Revenue Code).

The objectives and purposes for which this Corporation is formed include:

- (a) to provide awareness, information, resources and education to parents and families regarding the problems and perils associated with the human psycho-social development disorder known as "*affluenza*", a harmful or unbalanced dependency on/relationship with money or the pursuit of money;
- (b) to provide parenting training on how "*affluenza*" can be prevented or treated within a family group as well as the larger community group; and

FILED
02 JUN -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- (c) to engage in such other activities as are in support of the above purposes and which are permissible for organizations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV POWERS

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of this Corporation and the date on which its existence begins is June 1, 2002. This Corporation shall have perpetual existence.

ARTICLE VI BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are:

Kenneth B. Wheeler	626 Hermits Trail Altamonte Springs, Florida 32701
Patricia Walser	626 Hermits Trail Altamonte Springs, Florida 32701
Edward W. Soulsby	6409 Westgate Drive, #208 Orlando, Florida 32835

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

The manner and method of the election of the members of the Board of Trustees of this Corporation shall be set forth in the Bylaws.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789. The name of the initial Registered Agent of this Corporation at that address is Kenneth B. Wheeler.

ARTICLE VIII INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Kenneth B. Wheeler and his street address is 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE IX MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE X BYLAWS

The Board of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30 day of May, 2002.


Kenneth B. Wheeler, Incorporator


FAMILY LEGACY FOUNDATION, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is:


FAMILY LEGACY FOUNDATION, INC.

2. The name and address of the Registered Agent and Registered Office of the Corporation is: Kenneth B. Wheeler, 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

FAMILY LEGACY FOUNDATION, INC.

By: _____
Kenneth B. Wheeler, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of FAMILY LEGACY FOUNDATION, INC. 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.


Kenneth B. Wheeler, Registered Agent

Dated: May 30, 2002

FILED
02 JUN -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA