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**TRIMMIER LAW FIRM**

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Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of Fairwinds Charities, Inc, a Non-Profit Corporation

To Whom it May Concern:

Enclosed please find duplicate originals of Articles of Incorporation together with a check for the filing fee and certified copy. Please file same and return the requested copy to me at the above address. Please advise of any questions you may have concerning this filing.

Thank you,

  
Barbara G. Sweet

Enclosures

**ARTICLES OF INCORPORATION  
OF  
FAIRWINDS CHARITIES, INC.  
A NON-PROFIT CORPORATION**

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DIVISION OF CORPORATIONS

**ARTICLE I  
NAME**

The name of this corporation shall be **Fairwinds Charities, Inc.**, a non-profit corporation.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address shall be at:

**3087 N. Alafaya Trail  
Orlando, Florida 32826**

**ARTICLE III  
PURPOSE**

The purpose of this organization is to sponsor charitable community activities.

The corporation shall be organized and operated exclusively for charitable and educational purposes and no part of the net earnings shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not attempt to participate or intervene in any political campaign.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law.

In the event of the dissolution of this corporation, assets shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

The government of the corporation shall be vested in a Board of Directors who shall be members of the corporation and such officers and committees as said Board of Directors may appoint in conformity with these Articles and with the By-Laws of the corporation.

The initial Board of Directors shall consist of three persons with additional directors as may be provided by the By-Laws. The names and addresses of the initial directors are:

**Edward Baranowski**  
**4747 S. Washington Avenue #110**  
**Titusville, FL 32780**

**Kathy A. Chonody**  
**1530 Mizell Avenue**  
**Winter Park, FL 32789**

**Dianne Goigel**  
**2612 Rainbow Springs Lane**  
**Orlando, FL 32828**

#### **ARTICLE V** **POWERS OF CORPORATION**

The corporation may solicit, acquire, take by gift, purchase, devise, or bequest real and personal property for the purposes appropriate in the exercise of its powers and to the attainment of its goals; and the corporation may lease, mortgage, and dispose of real and personal property, including the right to take, hold and dispose of shares of stock in other corporations; and the corporation may borrow money, contract debts and issue bonds, notes, debentures and securities for such debts; and the corporation shall have

full powers accorded under the Laws of the State of Florida, but shall engage in no activity that would impair its qualification as a tax-exempt organization under the provisions of the United States Internal Revenue Code or the Laws of the State of Florida.

No income or property that the corporation may receive shall be in any manner distributed to its members, except in payment for services rendered to the organization.

#### **ARTICLE VI** **DURATION**

The period of duration of this corporation shall be perpetual.

#### **ARTICLE VII** **INDEMNIFICATION OF DIRECTORS OR OFFICERS**

The corporation may indemnify any director, or officer of the corporation for any liability, including attorney fees and costs, that may be incurred by such individual as a result of director's or officer's proper acts in furtherance of the corporation's purposes and activities.

The directors shall not be personally liable for the debts, liabilities or obligations of the corporation.

#### **ARTICLE VIII** **REGISTERED OFFICE AND AGENT**

The initial registered agent of this corporation and address shall be:

**Larry F. Tobin**  
**3087 N. Alafaya Trail**  
**Orlando, FL 32826**

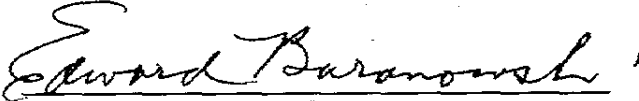
who, upon accepting of this designation, agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for the service of process.

#### **ARTICLE IX** **INCORPORATOR(S)**

The name and address of the initial incorporator(s) of the corporation is as follows:

**Edward Baranowski**  
**4747 S. Washington Avenue #110**  
**Titusville, FL 32780**


The undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of NOVEMBER 2002.

  
Edward Baranowski

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for corporation at the place designated in the foregoing Articles of Incorporation **Larry F. Tobin** agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open such an office.

Dated: NOVEMBER 27, 2002

  
Larry F. Tobin

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