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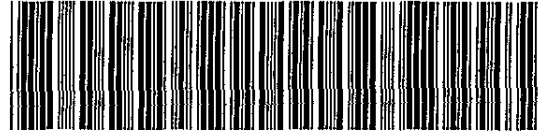
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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✓

may 6/03

TRANSMITTAL LETTER

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

SUBJECT: Life Corps Foundation, Inc.
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Thomas K. Olk
Name (Printed or typed)

3333 W. Pensacola St., STE 300
Address

Tallahassee, FL 32304
City, State & Zip

(850) 575-4388
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
LIFE CORPS FOUNDATION, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is Life Corps Foundation, Inc.

ARTICLE II.

Location of Principal Office

The mailing and street address of the principal office of the corporation is 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304.

ARTICLE III.

The general purpose of this corporation is to support the activities of Life Corps, Inc., an organization exempt under Section 501(c)(3) of the Internal Revenue Code. The corporation may undertake any action necessary to further this general purpose including fund raising activities and investment designed to produce revenue to be used for Life Corps, Inc. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV.

Management of Corporate Affairs

- (a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a number established, from time to time, by resolution of the board of directors; provided, however, that there shall never be fewer than three directors. No compensation shall be paid to any member of the board of directors for service as a member of the board of directors.
- (b) Membership of Board of Directors: All members of the board of directors shall be chosen by majority vote of the board of directors of Life Corps, Inc. A majority of the members of the board of directors shall be members of the board of directors of Life Corps, Inc.
- (c) Corporate Officers: The board of directors shall elect the following officers: president, treasurer, and secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to Life Corps, Inc., if it is in existence, and is an organization exempt as an organization described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1986, and if it is not, to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely in furtherance of the purposes of the corporation as set forth in Article III above. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or 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 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Initial Directors

There shall be three directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

Thomas K. Olk
3333 W. Pensacola Street, Suite 300
Tallahassee, FL 32304

Frank Francisco
1703 W. Colonial Drive
Orlando, FL 32804

James Sleeper
1822 West Strasburg Road
Coatesville, PA 19320-4801

ARTICLE VI.

Initial Registered Office
and Name of Initial Registered Agent

The street address of the initial registered office of the corporation is 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304.

The name of the initial registered agent at such address is Thomas K. Olk.

ARTICLE VII.

Incorporator

The name and address of the incorporator of this corporation is Thomas K. Olk, 3333 W. Pensacola Street, Suite 300, Tallahassee, Florida 32304.

ARTICLE VIII.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. In the case of an action or proceeding brought against the entire membership of the board of directors it shall be conclusively presumed that all members of the Board of Directors were acting in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful.

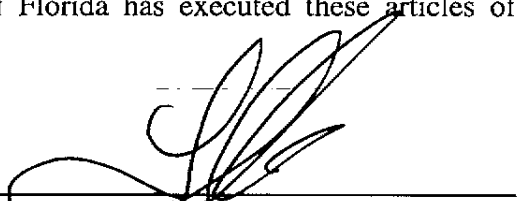
(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by

the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes (1999), or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on May 1 , 2003.

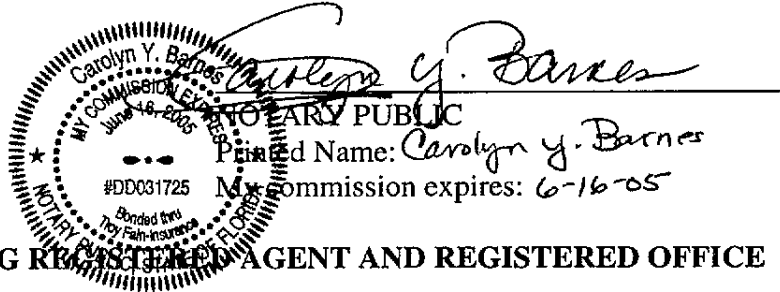


Thomas K. Olk

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Thomas K. Olk, to me personally known, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15th day of May, 2003.



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

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

Life Corps Foundation, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Thomas K. Olk, 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304, as its initial Registered Agent and Office.



Thomas K. Olk
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.



Thomas K. Olk
Registered Agent

03 MAY -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED