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FLORIDA NON-PROFIT CORPORATION

N. Donald Diebel, Jr., M.D. Good Samaritan Fund, Inc

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ARTICLES OF INCORPORATION
OF
N. DONALD DIEBEL, JR., M.D. GOOD SAMARITAN FUND, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be N. Donald Diebel, Jr., M.D. Good Samaritan Fund, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 1150 Via Lugano, Winter Park, Florida 32789, and the mailing address of the Corporation is Post Office Box 2150, Winter Park, Florida 32790.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), and exclusively for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Community Foundation of Central Florida, Inc., a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization"); provided, however, that the Corporation may select a replacement

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organization for the Supported Organization (and the references herein to Supported Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and that is a publicly supported charity (within the meaning of Sections 501(c)(3) and Section 509(a)(1) or 509(a)(2)), in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. The Supported Organization shall appoint a majority of the directors of the Corporation.

D. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

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3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be six (6).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, shall be:

N. Donald Diebel, Sr., M.D.
1150 Via Lugano
Winter Park, Florida 32789

Joseph F. Meier
208 Long Acres Lane
Oviedo, Florida 32765

Anne Diebel-Lane
611 Penn Place
Winter Park, Florida 32789

Michael Snure
1601 Mohawk Trail
Maitland, Florida 32751

Karen Diebel
2001 Cove Trail
Winter Park, Florida 32789

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Drew Samelson
346 Trismen Terrace
Winter Park, Florida 32789

ARTICLE V - NO MEMBERS

The Corporation shall have no members.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 2682 West Fairbanks Avenue, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Joseph F. Meier. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Joseph F. Meier	208 Long Acres Lane Oviedo, Florida 32765

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to or for the benefit of the Supported Organization, or if the Supported Organization has lost its exempt status, has substantially abandoned its operations or is dissolved, such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for

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a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

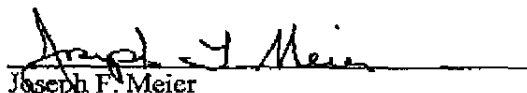
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 2nd day of June, 2003.


Joseph F. Meier

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.


Joseph F. Meier

Date: June 2, 2003

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