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TALLAHASSEE, FLORIDA

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Wills, Trusts &
Estate Planning
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Business Law

Law Offices
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October 28, 2003

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

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03 OCT 30 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Herb Winston Song Of Life Foundation, Inc.

Dear Ladies or Gentlemen:

Enclosed herewith are the original and a copy of the Articles of Incorporation of the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$35.00	Filing fee
\$ 8.75	Certificate under seal
\$35.00	Designation of Registered Agent

Please return the certificate under seal and a copy of the Articles of Incorporation to me at the above address. Thank you.

Very truly yours,


Andrew J. Britton

AJB/bk
Enclosures

**ARTICLES OF INCORPORATION
OF
HERB WINSTON SONG OF LIFE FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit corporation under and by virtue of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME

The name of the corporation is Herb Winston Song of Life Foundation, Inc.

ARTICLE 2. ADDRESS

The street address of the principal office of the corporation is 192 Inlets Blvd., Nokomis, Florida 34275.

ARTICLE 3. DURATION

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the

respective filing fee has been paid; and the period of duration of the corporation shall be perpetual.

ARTICLE 4. PURPOSE

The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 192 Inlets Blvd., Nokomis, Florida 34275, and the name of the initial registered agent of the corporation at such address is Dr. Eric D. Watters.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no less than three (3) directors in number and shall be elected or appointed by the method as stated in the Bylaws. The names and addresses of the persons who are to serve as Directors until

the first annual meeting of members or until their successors be elected or appointed and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Dr. James Magero	1132 Sunset Dr. Venice, FL 34285
Dr. Eric D. Watters	192 Inlets Blvd. Nokomis, FL 34275
Jack Perkins	3916 Casey Key Rd. Nokomis, FL 34275

ARTICLE 7. INCORPORATORS

The name and address of the incorporator of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Eric D. Watters	192 Inlets Blvd. Nokomis, FL 34275

ARTICLE 8. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 9. RESTRICTIONS ON OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or members of the corporation, or any other private individuals (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, at any time. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code and the Regulations as they now exists or as they hereafter be amended.

ARTICLE 10. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Twelfth Judicial District of the county which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the manner stated in the Bylaws.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of the State of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, executes these Articles of Incorporation and certify to the truth of the facts herein stated, this 27th day of October, 2003.

Dr. Eric D. Watters
Dr. Eric D. Watters

STATE OF FLORIDA
COUNTY OF SARASOTA

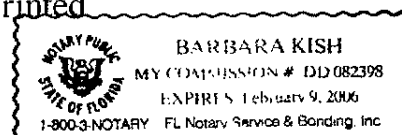
I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Dr. Eric D. Watters, the incorporator of the corporation named herein, personally known to me or who did produce Fl. Driver's License as identification, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 27th day of October, 2003.

Barbara Kish
Notary Public

My commission expires:

Name Printed



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dr. Eric D. Watters
Dr. Eric D. Watters

October 27, 2003
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA