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FLORIDA NON-PROFIT CORPORATION

Megan's Circle of Hope, Inc.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

MEGAN'S CIRCLE OF HOPE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is MEGAN'S CIRCLE OF HOPE, INC. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 6204 Interbay Boulevard, Tampa, Florida, 33611.

ARTICLE 3

Purpose

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal

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Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code.

ARTICLE 4

Board of Directors

This Corporation initially shall have four (4) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3) or more than twenty (20). The method of appointment of directors shall be as stated in the bylaws of the Corporation, but such appointment power shall be vested in the members and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DENISE K. COBURN	3804 North B. Street Tampa, Florida, 33609
ROBERT HARRIS	6204 Interbay Boulevard Tampa, Florida, 33611
TIM GLESSON	2424 Prospect Road Tampa, Florida 33629
SUSAN BRINDISE	6204 Interbay Boulevard Tampa, Florida, 33611

ARTICLE 5

Members

This Corporation initially shall have four (4) members. The number of members may be either increased or decreased from time to time in the manner provided in the bylaws. The method of

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appointment of members shall be as stated in the bylaws of the Corporation. The names and addresses of the initial members of this Corporation are:

DENISE K. COBURN	3804 North B. Street Tampa, Florida, 33609
ROBERT HARRIS	6204 Interbay Boulevard Tampa, Florida, 33611
TIM GLESSON	2424 Prospect Road Tampa, Florida 33629
SUSAN BRINDISE	6204 Interbay Boulevard Tampa, Florida, 33611

ARTICLE 6

Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7

Incorporator

The name and address of the person signing these Articles of Incorporation is:

ROBERT HARRIS
6204 Interbay Boulevard
Tampa, Florida 33611

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ARTICLE 8

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 6204 Interbay Boulevard, Tampa, Florida 33611. The initial registered agent at such address shall be ROBERT HARRIS.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

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

ARTICLE 11

Bylaws

The initial board of directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

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ARTICLE 12Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. 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 in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

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ARTICLE 13Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle 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.

ARTICLE 14Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 2004, and acknowledged that she is familiar with, and accepts, the obligations of registered agent of this corporation.



ROBERT HARRIS, Incorporator
and Registered Agent

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