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TO:

Division of Corporations :

Fax Number

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Account Name

: YOUR CAPITAL CONNECTION, INC.

Account Number : 120000000257

Phone

Fax Number

: (850)224-8870 : (850)224-7047

FLORIDA NON-PROFIT CORPORATION

BROOKE THOMPSON CANCER FUND, INC.

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CAPITAL CONNECTION H04000053848

ARTICLES OF INCORPORATION

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OF

BROOKE THOMPSON CANCER FUND, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is BROOKE THOMPSON CANCER FUND, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2421 S.W. 29th Way, Ft. Lauderdale, FL 33312.

ARTICLE III: PURPOSE

The purpose of this organization is to raise funds and pay medical expenses of seriously ill child.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

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ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Charles J. Grimsley, Esq., 2421 S.W. 29th Way, Ft. Lauderdale, FL 33312.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is Charles J. Grimsley, Patrick Thompson, Marlena Thompson, 2421 S.W. 29th Way, Ft. Lauderdale, FL 33312.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, Florida 32301.

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ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of March 2004.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Floride Statutes, the mentioned corporation,

the registered office/registered ago	te of Florida, submits t at, in the state of Flori	lhe following statemer da.	it in designating
1. The name of the corporation is:			FUND, INC.
		29th Way	. P
	FT. LAUDER	DALE , FLORI	OA 333/2
2. The name and street address of t	he registered agent an	d office is:	***
CHARLES	J. GRIMSLES	r Esa.	
2421 5	W. 29th W	9 Y .	
	ERDALE, FLO.	·	

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

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