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PONTE VEDRA BEACH 904 / 280-1609

January 27, 2005

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

Re: Incorporation of In The Shade Foundation, Inc.
A Florida Corporation

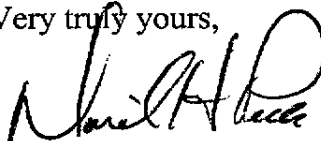
Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of In The Shade Foundation, Inc., a Florida not-for-profit corporation. Also enclosed is our firm's check for \$78.75 to cover the following fees:

Filing Fees	\$	35.00
Certified Copy		8.75
Registered Agent Designation		35.00
Total Fees	\$	78.75

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,



David H. Peek

DHP/bkb
Enclosure

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
IN THE SHADE FOUNDATION, INC.
(A Nonprofit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name and Place of Business**

Section 1.1 Name and Place of Business. The name of this corporation is IN THE SHADE FOUNDATION, INC., with its principal place of business at 12833 Winthrop Cove Drive, Jacksonville, Florida, 32224.

**ARTICLE II
Purposes, Limitations and Dissolutions**

Section 2.1 Purposes. This corporation is specifically organized for the purpose of educating the general public about risks associated with sun-exposure, offer tools for skin cancer prevention, advocate innovate research designed to find a cure for melanoma, and to undertake such activities as will further the general purposes described herein.

Section 2.2 Limitations on Actions. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to any member, trustee, officer or other private person. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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. Notwithstanding any other provision of these Articles, this 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 Internal Revenue Code of 1986,

as amended ("Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2.3 Dissolution. This corporation may only be dissolved by vote of two-thirds (2/3) of the Board of Trustees. Upon the dissolution of this corporation or the winding up of its affairs, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively to such charitable, scientific or educational organizations which are exempt organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine.

ARTICLE III

Powers

To accomplish the purposes set forth in Article II, this corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of this corporation.

ARTICLE IV

Membership

This corporation shall have a membership distinct from the Board of Trustees. Any person agreeing to be bound by the Articles of Incorporation of this corporation, by its Bylaws, and by such other rules and regulations as the Board of Trustees may, from time to time, adopt is eligible for membership in the corporation. The form and manner in which application may be made for membership shall be set forth in the Bylaws.

ARTICLE V
Term of Existence

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of state of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE VI
Incorporator

The street address of the incorporator of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the incorporator of this corporation is David H. Peek.

ARTICLE VII
Management

Section 7.1 Trustees. This corporation shall have four (4) Trustees initially. The number of Trustees may be increased or decreased, from time to time, as provided in the Bylaws of this corporation; however, this corporation shall at all times have at least three (3) Trustees. The qualification of the members and the manner of their election or appointment to the Board of Trustees shall be provided for in the Bylaws.

Section 7.2 Names and Addresses of First Members of the Board of Trustees. The names and addresses of the persons who are to serve as the initial Trustees of this corporation until the election or appointment of their successors are as follows:

Name	Address
Paula B. Heacox	12833 Winthrop Cove Drive Jacksonville, Florida 32224
Christine Knipstein	12833 Winthrop Cove Drive Jacksonville, Florida 32224

Christopher J. Heacox 12833 Winthrop Cove Drive
Jacksonville, Florida 32224

Joseph O'Brien 12833 Winthrop Cove Drive
Jacksonville, Florida 32224

ARTICLE VIII
Stocks and Dividends Prohibited

This corporation shall have no capital stock, pay no dividends and shall not distribute any part of its net income to its members, officers or Trustees.

ARTICLE IX
Amendment

Amendments to these Articles of Incorporation shall only be made, altered or rescinded by a vote of two-thirds (2/3) of the Board of Trustees.

ARTICLE X
Office and Registered Agent

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, for the purpose of forming this corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation this 27 day of January, 2005.



David H. Peek

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me the 27th day of January, 2005, by DAVID H. PEEK, who is either personally known to me or produced the identification described below and who did not take an oath.



B. Kaye Bamauskas
My Commission DD174647
Expires January 12, 2007

B. Kaye Bamauskas
Print: _____

Notary Public, State and County Aforesaid
Commission No. _____

My Commission Expires: _____
Personally Known

Type of Identification

FILED

ACCEPTANCE BY REGISTERED AGENT

2005 JAN 28 P 2:57

CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dated: January 27, 2005