

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Beyond The Stars, Inc.

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November 23, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MCLIN & BURSED P.A.

SUBJECT: BEYOND THE STARS, INC.
REF: W05000052327

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Becky McKnight
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**ARTICLES OF INCORPORATION
OF
BEYOND THE STARS CHARITY, INC.
(A Florida Corporation Not for Profit)**

ARTICLE 1.

Name

The name of this corporation is Beyond The Stars Charity, Inc. (hereinafter called the "Corporation").

ARTICLE 2.

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation shall be 1020 Lake Sumter Landing, The Villages, Florida 32162.

ARTICLE 3.

Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4.

Purpose

The Corporation is organized exclusively for educational purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future Federal tax code.

ARTICLE 5.

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE 6.

Management

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the

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terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE 7.
Manner of Elections

The manner in which the directors shall be elected or appointed shall be as stated in the By-laws.

ARTICLE 8.
Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is sixteen (16). The number of Directors may be changed as set forth in the By-laws. The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Michael W. Berning
G. Bradley Brown
Justin L. Carroll, Jr.
Juli A. Demer
Stephen J. Drake
Sunny S. Emily
Barbara L. Feliu
Linda L. Fuestel

Laurie A. Lape
John L. Leininger
Mary P. Markward
Darlene Oliver
Jennifer A. Peters
David T. Rees, Jr.
Bonnie L. Waggoner
Leslie Williams

ARTICLE 9.
Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

ARTICLE 10.
Registered Office/Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is 1028 Lake Sumter Landing, The Villages, Florida 32162. The name of the Corporation's initial registered agent at such office is: Jeffrey P. Skates.

ARTICLE 11.
Incorporator

The name and address of the sole incorporator is: G. Bradley Brown, 1020 Lake Sumter

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Landing, The Villages, Florida 32162 (hereinafter called the "Incorporator").

ARTICLE 12.

Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in Section 501(c)(3) and in Section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13.

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the purposes set forth in Article 4 hereof.

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 publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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 corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future Federal tax code.

In the events that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then in that event, the Corporation:

- A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and
- B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess

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business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; of (iv) make any taxable expend as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

ARTICLE 14.

Bylaws

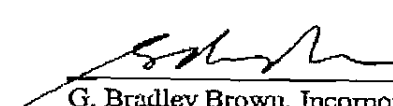
The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) of the then members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE 15.

Amendment


These Articles of Incorporation shall be amended only by the affirmative vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 22nd day of November, 2005.


G. Bradley Brown, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Jeffrey P. Skates, Registered Agent

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