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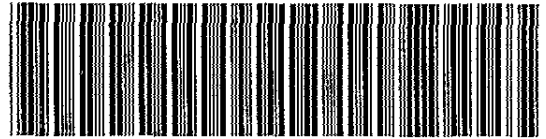
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COVER LETTER

January 31, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Florida 32314

SUBJECT: The Gerri Dadd Foundation, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$87.50
Filing fee, Certified Copy and Certificate

FROM: Christine B. Alznauer

1386 Harrison Point Trail

Fernandina Beach, Florida 32034

904-277-8799 Home Phone

904-614-6480 Cell Phone

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ARTICLES OF INCORPORATION
OF
THE GERRI DADD FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

THE GERRI DADD FOUNDATION, INC., (hereinafter referred to as the "Foundation").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Foundation shall be 1386 Harrison Point Trail, Fernandina Beach, Florida 32034.

The mailing address for the Foundation shall be Post Office Box 15031, Fernandina Beach, Florida 32035.

ARTICLE III. ORGANIZATION

Gerri Dadd battled breast cancer in various forms for in excess of fifteen (15) years, yet she never let it affect her ebullient, giving nature. Indeed she was a help and inspiration to a host of other afflicted women by being able to communicate her zest and spontaneity. She simply refused to give up or be consumed with doubt and self pity. She passed away with dignity and grace in November 2005. This Foundation is being established in her memory to continue and extend her spirit of assistance to fellow cancer patients and her spirit of volunteerism.

The Foundation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. PURPOSE AND OBJECTIVE

The purpose and the objective of the Foundation shall be to provide a resource center in Nassau County, Florida, which will be known as "Gerri's Corner of Comfort", staffed entirely by volunteers, for counseling individuals diagnosed with cancer; where cancer patients can gather to meet and share experiences; where patients will be directed to facilities where wigs, scarves, prosthesis, etc. are available; and where patients who lack adequate financial resources can obtain, without charge, those products and services that will boost their self esteem.

ARTICLE V. POWERS

The Foundation shall have all the powers and privileges granted to corporations not for profit under the laws of the State of Florida.

ARTICLE VI. NON PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article Third 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 principal 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 VII. INITIAL BOARD OF DIRECTORS

The business affairs of the foundation shall be managed by the Board of Directors.

The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>Director</u>	<u>Address</u>
Christine B. Alznauer	1386 Harrison Point Trail Fernandina Beach, Florida 32034
Peggy Childs	1791 Fairway Drive Fernandina Beach, Florida 32034
Benjamin R. Dadd, Jr.	9922 Bluff Court Emerald Isle, North Carolina 28594

ARTICLE VIII. MANNER OF ELECTION

The Board of Directors will serve until death, incapacitation or resignation. When it becomes necessary to replace a member of the Board of Directors because of death, incapacitation, or resignation, the new Board Member will be appointed by a unanimous vote of the remaining Board of Directors.

The number of the initial Board of Directors shall be three. By a majority vote, the Board of Directors may increase their numbers to a maximum of five (5).

The Board of Directors can, by a majority vote, appoint officers as necessary who will serve from the time of appointment until December 31 of each year.

ARTICLE IX. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors. If approved, a certified copy of the amendment shall be filed in the Office of the Secretary of State of the State of Florida.

ARTICLE X. BY-LAWS

The Board of Directors shall promagulate and adopt by a majority vote By-Laws of the Foundation.

ARTICLE XI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent is George M. Alznauer, 1386 Harrison Point Trail, Fernandina Beach, Florida 32034.

ARTICLE XII. INCORPORATOR

The Incorporator is Christine B. Alznauer, 1386 Harrison Point Trail, Fernandina Beach, Florida 32034.

Christine B. Alznauer
Christine B. Alznauer, Incorporator

01/31/06
Date

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

George M. Alznauer
George M. Alznauer, Registered Agent

January 31, 2006
Date