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HEART OF FLORIDA GUARDIANS, INC.

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February 2, 2006

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Mitchell Chase Bartlett Foundation, Inc.

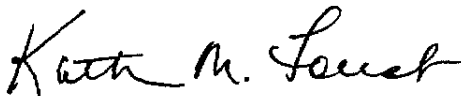
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for Mitchell Chase Bartlett Foundation, Inc., a not-for-profit corporation. Also enclosed is my check in the amount of \$78.75 for filing fees and a certified copy of the Articles.

Please file this corporation as soon as possible and return the certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,



Kathleen M. Foust
for Richard Bartlett, Director

Enclosures as stated.

ARTICLES OF INCORPORATION

OF

MITCHELL CHASE BARTLETT FOUNDATION, INC.

I, the undersigned, being desirous of forming a corporation for non profit purposes, pursuant to Chapter 617 of the Florida Statutes, do hereby recite the following:

ARTICLE I

The name of this corporation is MITCHELL CHASE BARTLETT FOUNDATION, INC. The principal place of business for this corporation shall be 5950 E. Irlo Bronson Hwy., St. Cloud, Florida 34771.

ARTICLE II

NOT FOR PROFIT

The corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1987). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing upon the date and subscription of these articles.

ARTICLE IV

PURPOSE

The purposes for which the MITCHELL CHASE BARLETT FOUNDATION, INC. is organized are exclusively for religious, charitable, scientific, literary, and educational within

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the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

MEMBERS

The members of this corporation shall be: The members of the Mitchell Chase Bartlett Family.

ARTICLE VI

INITIAL REGISTERED OFFICER AND AGENT

The name of the initial registered agent and the street address of the initial registered office are: Kathleen M. Foust, 17 S. Orlando Ave., Kissimmee, FL 34741.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two. The Voting Members shall elect the Directors at an annual meeting of Voting Members. The By-Laws may provide for ex officio and honorary Directors, and their rights and privileges. The names and addresses of each Initial Director of the Corporation are as follows:

RICHARD BARTLETT
5950 E. Irlo Bronson Hwy.
St. Cloud, FL 34771

DONA McGOVERN
5560 Jack Brack Road
St. Cloud, FL 34771

ARTICLE VIII
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Richard Bartlett	5950 E. Irlo Bronson Hwy. St. Cloud, FL 34771
Secretary/ Treasurer	Dona McGovern	5560 Jack Brack Road St. Cloud, FL 34771

ARTICLE IX

INCORPORATOR

The name and address of the incorporator hereof is:

Richard Bartlett, 5950 E. Irlo Bronson Hwy., St. Cloud, FL 34771.

ARTICLE X

BY-LAWS

The members of the Board of Directors of the corporation may provide such By-Laws for the conduct of the Corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Upon proper notice, the By-Laws may be amended, altered or repealed by the majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose. The provisions of Section 607.081, Florida Statutes (1987), as amended.

ARTICLE XI
AMENDMENT

The Articles of Incorporation of this corporation may be amended by the Voting Members of the corporation at any annual meeting or at any special meeting called for that purpose.

ARTICLE XII
LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, offices, 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law), and the 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 in these Articles, the corporation shall not carry on any other activities nor 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE XIII

DISSOLUTION

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 of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose.

ARTICLE XIV

ACCOUNTS AND BOOKS

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be opened to the inspection of the members, and no representative of the members shall have the right to inspect any account or document of this corporation except as conferred by a statute, the By-Laws, or authorized by the Board of Directors or by resolution of member.

ARTICLE XV

NON-STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificate or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XVI

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XVII

ACTIVITIES

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 30th day of January, 2006, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.



RICHARD BARTLETT

STATE OF FLORIDA :

COUNTY OF OSCEOLA:

Before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared RICHARD BARTLETT, to me known, to be the person described herein as an incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed and subscribed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me at Kissimmee, Florida, this 30th day of January 2006.

Seal



TYRA B. JASMIN
MY COMMISSION # DD 275131
EXPIRES: February 16, 2008
Bonded Thru Budget Notary Services

Tyra B. Jasmin
Notary Public-State of Florida
My Commission Expires: 2-16-2008

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above- named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Kathleen M. Foust
KATHLEEN M. FOUST
17 S. Orlando Ave.
Kissimmee, Florida 34741

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DIVISION OF NOTARY PUBLICS