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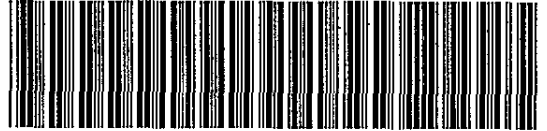
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FEDEX

MEMORANDUM

TO: Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FROM: Linda Topping, Paralegal

DATE: March 29, 2006

RE: HERD PROGRAM, INC.
Our File No. 06-12566

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.25 check for:
 - \$ 70.00 filing fee
 - \$ 8.25 Certified Copy of Articles of Incorporation

Please file the Articles of Incorporation noting the effective date of March 29, 2006, and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certified Copy.

Enclosures

ARTICLES OF INCORPORATION
OF
HERD PROGRAM, INC.
(A Florida corporation Not-for-Profit)

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The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: HERD PROGRAM, INC., 15749 CR 455, Montverde, FL 34756.

ARTICLE II
Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation.

ARTICLE III
Duration

The corporation shall have perpetual existence.

ARTICLE IV
Purposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes within 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
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) 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 as provided in the bylaws; however 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 III 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 any candidate for public office. Notwithstanding any other provision of these articles, 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 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).

- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

ARTICLE VI **Membership**

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals of mutual interest in the purpose of the corporation.

ARTICLE VII **Incorporator**

The name and address of the original subscriber is:

Patricia D. Fuller
15749 CR 455
Montverde, FL 34756

ARTICLE VIII **Officers**

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially

called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

| | |
|-----------------|--------------------|
| President: | Patricia D. Fulton |
| Vice President: | Nancy J. Adams |
| Secretary: | Nancy J. Adams |
| Treasurer: | Patricia D. Fulton |

ARTICLE IX
Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two thirds (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of three (3) Directors. The Board of Directors shall be elected by the active members of the corporation at the annual meeting of the members. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the members. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as may be provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--------------------------------------|
| Patricia D. Fulton | 154749 CR 455 Montverde, FL 34756 |
| Nancy J. Adams | 154749 CR 455 Montverde, FL 34756 |
| Harold Storm | 154749 CR 455 Montverde, FL 34756 |

ARTICLE X
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE XI
Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by an eighty percent (80%) vote at any regular or special meeting of the Board of Directors. All proposed

