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Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
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FLORIDA PROFIT/NON PROFIT CORPORATION

Clearwater Free Clinic Foundation, Inc.

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T. Burch AUG 15 2006

ARTICLES OF INCORPORATION
OF
CLEARWATER FREE CLINIC FOUNDATION, INC.

ARTICLE I
Name

The name of this Corporation not-for-profit is CLEARWATER FREE CLINIC FOUNDATION, INC.

ARTICLE II
Terms

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III
Principal Office

The principal office of the Corporation is located at 707 North Ft. Harrison Avenue, Clearwater, FL 33755

ARTICLE IV
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future U.S. Internal Revenue law, and in furtherance of these purposes, the corporation may:

1. Provide financial support and volunteer efforts to support the mission of Clearwater Free Clinic, Inc., a tax-exempt, not-for-profit corporation, which provides problem-oriented health care to qualified low-income, uninsured residents of upper Pinellas County, Florida.
2. Provide education to the community concerning health care issues.
3. Support other non-profit entities organized for charitable purposes, provided each is an organization described in Section 501(c)(3) of the Code and in Section 509(A)(1) or (2) of the Code.
4. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

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5. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.
6. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.
7. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in this Article IV.

ARTICLE V Powers

This Corporation shall have all of the corporate powers enumerated and set forth in Chapter 617 of the Florida Statutes as it may be amended from time to time; provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI Prohibited Acts

This Corporation shall operate exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other 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 herein.

B. 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 except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII

Dissolution

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to Clearwater Free Clinic, Inc., or in the event it is not in existence, to such organizations organized and operated exclusively for educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as said court shall determine. which are organized and operated exclusively for such purposes.

ARTICLE VIII

Original Subscriber

The names and residences of the original subscriber to these Articles of Incorporation is as follows:

NAMEADDRESS

Emil C. Marquardt, Jr.

625 Court Street, Suite 200
Clearwater, FL 33756

ARTICLE IX

Members

The members shall be the Board of Directors of the Corporation.

ARTICLE X

Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of a minimum of three (3) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold

office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the Bylaws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this Corporation.

ARTICLE XI Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII Bylaws

The Bylaws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article X above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended by the Board of Directors, upon the vote of the majority of the members of the Board of Directors. The approval of the Board of Directors of Clearwater Free Clinic, Inc. shall also be required to approve an amendment to the Bylaws.

ARTICLE XIII Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the vote of a majority of the members of the Board of Directors, held at a meeting called to vote upon the Amendment. The approval of the Board of Directors of Clearwater Free Clinic, Inc. shall also be required to approve an amendment to these Articles of Incorporation.

ARTICLE XIV Registered Agent

The name and address of the registered agent of this Corporation is EMIL C. MARQUARDT, JR., 625 Court Street, Suite 200, Clearwater, Florida 33756.

ARTICLE XV Incorporators

The name and address of the person(s) signing these Articles is:

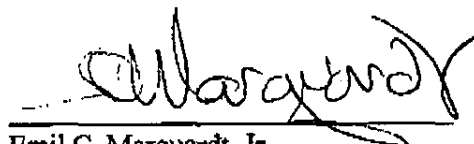
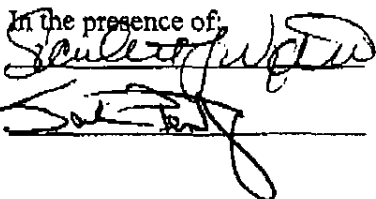
NAME

EMIL C. MARQUARDT, JR.

ADDRESS625 Court Street, Suite 200
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 14th day of August, 2006.

In the presence of:

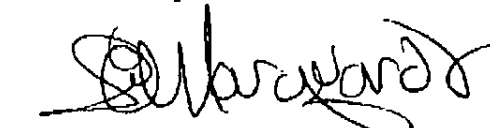

Emil C. Marquardt, Jr.
IncorporatorSTATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly
authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me
personally known to be the individual described in and who executed the foregoing instrument or
who has produced N/A as identification and who did take an oath and he acknowledged before
me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 14th day
of August, 2006.

Scarlett L. Nizelski
My Commission D0387277
Expires October 31 2008
Notary Public
My Commission Expires: _____ACCEPTANCE OF DESIGNATION AS REGISTERED AGENTACKNOWLEDGMENT:

Having been named to accept service of process for CLEARWATER FREE CLINIC
FOUNDATION, INC. at the place designated in this Certificate, I hereby accept and agree to act in
said capacity and agree to comply with the provisions of the Florida Corporation Act relative to
keeping open said office.


EMIL C. MARQUARDT, JR.