

NO6000012582

DEBRA D. PEARSON
(Requestor's Name)

80216 Renault Dr.
(Address)

(Address)

JACKSONVILLE, FL 32214 904-374-1774
(City/State/Zip/Phone #)

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HisImage II Inc
(Business Entity Name)

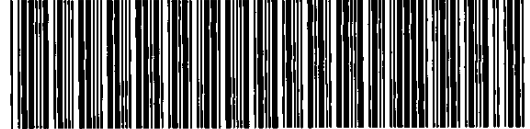
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12/11/06

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for profit)
Florida Nonprofit Corporation

HISIMAGE II, INC

ARTICLE I
CORPORATE NAME

The name of this corporation is **HISIMAGE II INC**

ARTICLE II
CORPORATE ADDRESS

The principal place of business and mailing address of the corporation's registered office shall be 8026 Renault Drive, Jacksonville, Florida 32244.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

The primary purposes for which this corporation is formed are:

- A. This is a nonprofit corporation, organized solely for general educational, religious, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
- B. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of this funds for such purposes.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operations foundations.

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**ARTICLE IV
MANNER OF ELECTION**

The ^{Directors} President of this corporation shall appoint ^{as by President} all directors when deemed necessary.

**ARTICLE V
BOARD OF DIRECTORS**

- A. The affairs of the corporation shall be managed by a Board of Directors consisting of a minimum of four (4) and a maximum of ten (10) members. The initial Board of Directors of this corporation, whose term in office shall remain in effect until the President appoint in accordance with the Bylaws of this corporation. The initial Board of Directors are as follows:

Debra D. Pearson, President
8026 Renault Drive
Jacksonville, Florida 32244

Terrence M. Toland, Vice President
8026 Renault Drive
Jacksonville, Florida 32244

Rena M. Pearson, Secretary/ Director
5505 Kenyon Road
Chattanooga, TN 37416

Nathaniel Pearson, Treasurer/ Director
5505 Kenyon Road
Chattanooga, TN 37416

Lynn M. Smith, Director
5588 Ashleigh Park Drive
Jacksonville, Florida 32244

**ARTICLE VI
CORPORATE POWERS**

Corporate powers of this corporation are as provided in Chapter 617, Florida Statutes, and unless otherwise limited by the by-laws.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 8026 Renault Drive, Jacksonville, Florida 32244 and the name of its registered agent at said address shall be Debra D. Pearson

**ARTICLE VIII
INCORPORATOR**

The name and residence address of the subscriber of this corporation is as follows: Debra D. Pearson, 8026 Renault Drive, Jacksonville, Florida 32244.

**ARTICLE IX
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE X
MEMBERSHIP**

This corporation is organized and shall be operated exclusively on a non-stock basis. There shall be two classes of membership as described below:

A. The first class of membership, to be known as the Board of Members shall consist of seven individuals: HISIMAGE, ~~II, INC~~ Vice President, Treasurer, Secretary, and Directors. The President shall appoint or remove all board members. The board members must give their approval by majority vote, for any merger, consolidation, dissolution or liquidation of the corporation.

B. The second class of membership, to be known as the Board of Council, shall consist of no more than ten members as elected from time to time and for such periods as designated by the majority vote of the Board of Directors. The members of the Board of Council of the corporation shall have no voting rights no management powers.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the corporation and after paying or making provisions for the payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to a non-profit organization organized and operated exclusively for charitable purposes substantially similar to those of this corporation, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law).

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Article of Incorporation, this _____ day of _____, 2006

WITNESSED BY:

STATE OF FLORIDA
COUNTY OF _____

BEFORE ME, personally appeared Debra D. Pearson to me known to be the person who executed the foregoing Article of Incorporation and acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____, 2006.

NOTARY PUBLIC, State of Florida

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERD OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HISIMAGE, II, INC
2. The name and address of the registered agent and office is: Debra D. Pearson, 8026 Renault Drive, Jacksonville, Florida 32244

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Debra D. Pearson
11 Dec 2004
Date

Effective 01/01/07

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TALLAHASSEE, FLORIDA