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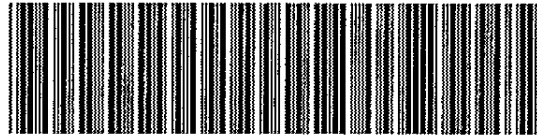
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December 2, 2006

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

SUBJECT: FRIENDS OF THE SUNSHINE CENTER, INC.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy, and Certificate.

FROM: ROBERT E. WHARRIE, Esquire

5503 38th Avenue North

St. Petersburg, Florida 33710

Daytime Telephone Number: (727) 346-9555

Sincerely,



ROBERT E. WHARRIE

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE SUNSHINE CENTER, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, do hereby certify:

First: The name of the Corporation shall be

FRIENDS OF THE SUNSHINE CENTER, INC.

Second: The street address of the initial principal office of the Corporation is 330 Fifth Street North, St. Petersburg, FL 33701 and the mailing address shall be the same.

Third: The Corporation is organized exclusively for charitable, literary, and educational purposes, including, for such purposes, to collaborate with community-based organizations to provide services to frail and low income seniors. In addition, this organization has as its purposes obtaining Internal Revenue Code section 501(c)(3) status to qualify for grants from other 501(c)(3) organizations and for the providing of funding, obtaining volunteers, and expertise to enhance the educational, literary, and other services to the elderly provided by the Sunshine Center, an agency of the Recreation Administration Office on Aging of the City of St. Petersburg, Florida.

Fourth: This Corporation shall have perpetual existence.

Fifth: The business affairs of the Corporation shall be managed by the Board of Directors. This Corporation shall have four Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than three. The names and addresses of the persons who are the Initial Directors and the subscribers of the Corporation are as follows:

| NAME | ADDRESS |
|----------------|---|
| WILLIAM GOLDEN | 951 79 th Avenue North #222 St. Petersburg, FL33702 |
| LEMUEL LINDSEY | P.O. Box 1144 St. Petersburg, FL 33731 |
| LOIS SMITH | 700 Beach Drive # 707 St. Petersburg, FL 33701 |
| JOHN SCHMIDT | 440 1 st Avenue South St. Petersburg, FL 33701 |

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ST. PETERSBURG, FL

Fifth: 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 that the Corporation shall be authorized and empowered to pay reasonable compensation for service 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 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, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Sixth: 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 provision of any future federal tax code, or shall be distributed to the City of St. Petersburg, Florida, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in 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.

Seventh: The membership of the Corporation shall consist of all persons hereinafter named as subscribers and such other persons who shall make application to the Secretary and who shall be accepted by majority vote of the Board of Directors. No person shall be denied membership on the basis of age, disability, race, religion, or ethnic background.

Eighth: The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected by the Board of Directors at the first regular meeting of the Board of Directors after the annual meeting of the Corporation or as soon thereafter as may be convenient. The names of the persons who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

| NAME | OFFICE |
|----------------|----------------|
| WILLIAM GOLDEN | PRESIDENT |
| LEMUEL LINDSEY | VICE PRESIDENT |
| LOIS SMITH | SECRETARY |
| JOHN SCHMIDT | TREASURER |

Ninth: These Articles of Incorporation may be amended upon a majority vote of the Directors at a special meeting of the Board of Directors, providing a one (1) month notice of the meeting is given in writing.

Tenth: The street address of the initial registered office of this Corporation is

5503 38th Avenue North
St. Petersburg, FL 33701

and the name of the initial registered agent of this Corporation at that address is

ROBERT E. WHARRIE

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, on the dates indicated for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Date Signed 12-12-06

William Golden
WILLIAM GOLDEN

Date Signed 12/12/06

Lemuel H. Lindsey
LEMUEL LINDSEY

Date Signed 12/12/06

Lois Smith
LOIS SMITH

Date Signed for 12/12/06

John W. Schmidt
JOHN SCHMIDT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM GOLDEN, LEMUEL LINDSEY, LOIS SMITH, and JOHN SCHMIDT, to me known to be the persons described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed to these ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State first above written this 12th day of December 12, 2006.

ROBERT E. WHARRIE
Notary Public, State of Florida
My comm. exp. May 22, 2007
Comm. No. DD 194640

Robert E. Wharrie
Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

FRIENDS OF THE SUNSHINE CENTER, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes section 48.091, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas, State of Florida, has named

ROBERT E. WHARRIE

as its Registered Agent and its Registered Office is at

5503 38TH Avenue North
St. Petersburg, FL 33710

to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Date Signed: 12/12/06

Robert E. Wharrie

ROBERT E. WHARRIE
Registered Agent

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CLERK OF DISTRICT COURT
PINELLAS COUNTY, FLORIDA