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ARTICLES OF INCORPORATION

FOR

THE SHANNON MILLER FOUNDATION, INC.
a not-for-profit corporation

ARTICLE I

NAME, INCORPORATOR, PRINCIPAL OFFICE,
REGISTERED OFFICE AND REGISTERED AGENT

Section 1.1 Name. The name of the Corporation is The Shannon Miller Foundation, Inc. (the "Corporation").

Section 1.2 Offices. The principal office and mailing address of the Corporation is:

505 Lancaster Street, Suite 10AB
Jacksonville, Florida 32204

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Section 1.3 Registered Agent. The name and address of the registered agent of the Corporation is:

Milam Howard Nicandri Dees & Gillam, P.A.
Attn: G. Alan Howard
14 East Bay Street
Jacksonville, FL 32202

Section 1.4 Incorporator. The named and address of the incorporator of the Corporation is:

Shannon Miller
505 Lancaster Street, Suite 10AB
Jacksonville, Florida 32204

ARTICLE II

PURPOSES AND POWERS

Section 2.1 Purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Florida Not For-Profit Corporation Act, F.S.A. § 617.0301 et seq.:

The purpose of the Corporation is to raise funds through corporate, private and government entities in an effort to support various programs including school programs, camps, health fairs, etc. that encourage youth to become more physically active, while teaching proper nutrition and fundamental life skills. The Corporation will aim to

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challenge youth, their parents and the local and national government to take responsibility for the current and future health of our youth through literature, activities, and a variety of programs that are aimed at significantly lowering the alarming rate of childhood obesity.

To engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Board of Directors may deem to be in the best interests of the Corporation, and to do all other things deemed by the Board of Directors to be necessary or desirable in connection with any of the Corporation's business.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 set forth in this Article. 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 or in opposition to 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 section of any future federal tax code.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 2.2 Powers.

(a) The Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, F.S.A. § 617.0302 et seq., and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

(b) The Corporation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to corporations contained in the general law of this State.

ARTICLE III **NO MEMBERSHIP CERTIFICATES**

The Corporation is a not-for-profit corporation under the general laws of the State

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of Florida. The Corporation shall not issue membership certificates.

ARTICLE IV
MEMBERS

The Corporation shall have no members.

ARTICLE V
TERM

The term of the Corporation is perpetual.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The directors shall be elected pursuant to such procedures as are specified in the Bylaws.

Section 6.2. Initial Directors. The initial directors of the Corporation shall be:

Shannon Miller
Claudia Miller
Diane Falconetti

Section 6.2 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as amended from time to time.

ARTICLE VII
DISSOLUTION AND LIQUIDATION

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 section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any

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meeting of the Board of Directors of the Corporation.

APPROVAL

These Articles of Incorporation were duly adopted by the initial director of the Corporation on February 1, 2007.

I, the undersigned director of the Corporation, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand, this 1st day of February, 2007.


Shannon Miller

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in Article I of these Articles of Incorporation, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with these provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 1st day of February, 2007.

Milam Howard Nicandri Dees & Gillam, P.A.


By: G. Alan Howard

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