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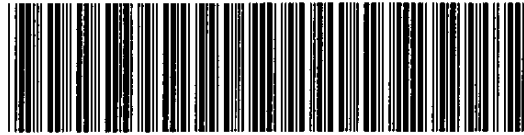
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-30-07

## COVER LETTER

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

SUBJECT: Healing Rooms of North Florida, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Richard G. Conant  
Name (Printed or typed)

34 INDIAN BAYOU DRIVE  
Address

DESTIN, FLORIDA 32541  
City, State & Zip

850. 259. 1026  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
HEALING ROOMS OF NORTH FLORIDA, INC.**

A Florida Nonprofit Corporation

The undersigned incorporators, a majority of whom are citizens of the United States, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby certify the following Articles of Incorporation:

**ARTICLE 1. - NAME**

The name of the Corporation is **HEALING ROOMS OF NORTH FLORIDA, INC.**

**ARTICLE 2. - PRINCIPAL OFFICE**

The place in this state where the principle office of the Corporation is to be located is 34 Indian Bayou Drive, City of Destin, Florida 32541, Okaloosa County, and shall have the following mailing address 34 Indian Bayou Drive, Destin, Florida 32541.

**ARTICLE 3. - NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01401, the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

**ARTICLE 4. - DURATION**

The duration of the Corporation is perpetual, unless dissolved according to law. In accordance with Section 617.0123, Florida Statutes, the date when corporate existence shall commence is the date of filing.

**ARTICLE 5. - PURPOSES**

The Corporation is organized and at all times shall be operated exclusively for charitable, religious, and educational, purposes, and such purposes shall include the following:

- (a) To provide for a Biblical based, Christ-centered, Spirit-filled ministry of proclaiming the Word of God, and providing consultation, guidance, education, worship, training, healing, restoration and support for, but not limited to, congregations, pastors, teachers, and ministry leaders, boards and agencies.
- (b) To acknowledge and accept all the canonical books of the Old and New Testaments

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TALLAHASSEE, FLORIDA

as the revealed Word of God, verbally inspired; and to acknowledge and accept the Three Historic Ecumenical Creeds of Christianity along with specific tenants of faith as may be outlined in the By Laws in conformity with these foregoing documents.

- (c) To establish, institute, operate and maintain any additional departments, associations, institutions or facilities, mission stations, programs and/or any and all such vehicles or media as may be deemed appropriate and advisable by the said Board of Directors anywhere within the United States of America and/or any other country for the furtherance of the purposes identified herein.
- (d) To associate with and cooperate freely with, while maintaining its own independence, other non-profit associations, churches, or organizations within the parameters of state statutes and the federal income tax section 501(c)3 of the code including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and the objectives set forth in these Articles and the By Laws adopted hereunder.
- (e) To apply for, purchase, register, or in any lawful manner acquire and dispose of licenses, copyrights, trademarks, tradenames, internet web sites and other rights.
- (f) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, and other purposes that shall be set forth in the By Laws from time to time.
- (g) Solely for the above purposes, to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to raise, borrow or loan money; to enter into, make and perform contracts; to acquire by bequest, devise, gift, grant, purchase, lease, contributions, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

#### **ARTICLE 6. - LIMITATIONS**

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors, or officers, but 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 5 hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) thereof and which is other than a private

foundation as defined in Section 509, and these articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

- (a) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, nor shall any activity of the Corporation consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (b) The Corporation shall not operate a trade or business substantially unrelated to the exempt purposes.
- (c) The Corporation shall not accumulate, invest or divert income in a manner which endangers its exempt status.

#### **ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is

34 Indian Bayou Drive, Destin, Florida 32541

and the name of the Registered Agent is

Richard G. Conant

#### **ARTICLE 8. - CORPORATE NATURE**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

#### **ARTICLE 9. - MEMBERS**

This corporation shall operate as a non-member corporation. The management of the Corporation shall be vested in a Board of Directors. All voting rights reside in the Board of Directors as that Board shall from time to time be constituted.

#### **ARTICLE 10. - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By Laws, but shall never be less than three (3). The By Laws may provide for ex officio and honorary Directors and/or an Advisory Board, and their rights and privileges. The name and

address of each initial Director of the Corporation is as follows:

Director's Name	Address	
Richard G. Conant	34 Indian Bayou Drive,	Destin, FL 32541
Blanca E. Conant	34 Indian Bayou Drive,	Destin, FL 32541
Sandi Moors	531 Stahlman Avenue,	Destin, FL 32541

#### **ARTICLE 11. - MANNER OF ELECTION**

- (a) The Directors, Officers and any assistant Officers of the Corporation shall be elected as may be provided for in the By Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By Laws. Any member of the Board of Directors may resign by tendering his resignation to the remaining members, and the By Laws shall provide for the procedure of electing a replacement until the unexpired term ends.
- (b) The initial directors shall serve until the first annual meeting at a time to be provided for in the By Laws. The outgoing Board of Directors shall by majority vote elect the Board of Directors for the ensuing year.

#### **ARTICLE 12. - OFFICERS**

The officers of this corporation shall be such officers as the Bylaws of this Constitution prescribe. The officers and boards prescribed in the By Laws shall have no authority beyond that which has been conferred upon them in the Articles of Incorporation or By Laws. The name and address of each initial Officer of the Corporation is as follows:

President:	Richard G. Conant	34 Indian Bayou Drive	Destin, Florida 32541
Secretary:	Blanca E. Conant	34 Indian Bayou Dr	Destin, Florida 32541
Treasurer:	Sandi Moors	531 Stahlman Avenue	Destin, Florida 32541

**ARTICLE 13. - INCORPORATORS**

**The name and address of each Incorporator is as follows:**

**34 Indian Bayou Drive**

Destin, Florida 32541

**ARTICLE 14.- BY LAWS**

The By Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors. The provisions of Section 617 of the Florida Statutes, as amended from time to time, shall govern the By Laws.

**ARTICLE 15. – AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, Directors and Officers are subject to this reservation.

**ARTICLE 16. – DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, or religious purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

[illegible]

In Witness Whereof, the undersigned Incorporator has hereunto set his hand in

Destin, Florida on the 24 day of AUGUST 2007

STATE OF FLORIDA  
COUNTY OF OKALOOSA

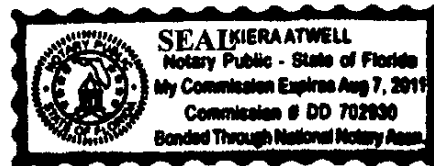
BEFORE ME, the undersigned, a Notary Public, in and for said county and state, personally appeared the following incorporator, known to me RICHARD G. CONANT to be person whose name is subscribed to the foregoing instrument and acknowledged to me that he PRODUCED ID executed the same as a free and voluntary act and deed for the uses and purposes therein set forth.

Richard G. Conant Date Aug 24, 2007.  
Richard G. Conant

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal this 24 day of AUGUST, 2007

Kiera Atwell  
Notary Public  
State of Florida at Large

My Commission Expires: Aug 7, 2011







FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 6, 2007

0302565 A. O'LEARY, ESQ.  
10774 WAVERLY BLUFF WAY  
JACKSONVILLE, FL 32223

SUBJECT: RENNA'S PIZZA ADVERTISING CORPORATIVE OF GREATER  
JACKSONVILLE, FLORIDA, INC.  
Ref. Number: W07000037998

We have received your document for RENNA'S PIZZA ADVERTISING CORPORATIVE OF GREATER JACKSONVILLE, FLORIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 207A00048198

# **WILLIAM A. O'LEARY, P.A.**

## **ATTORNEY AT LAW**

**P.O. Box 56593  
Jacksonville, FL 32241**

**Phone (904) 262-9000  
Fax (904) 880-5495  
gu84@bellsouth.net**

July 25, 2007

Via Certified Mail No. 7006 2760 0001 7416 0632

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


Re: Filing Articles of Incorporation

Dear Sir/Madam:

Kindly accept for filing the enclosed Articles of Incorporation for Renna's Pizza Advertising Cooperative of Greater Jacksonville, Florida, Inc. Also enclosed is the filing fee in the amount of \$35. Finally enclosed is the additional amount of \$8.75 for a certified copy which I would ask that you return in the enclosed stamped self-addressed envelope.

Thank you.

Sincerely,



William A. O'Leary

**ARTICLES OF INCORPORATION  
OF  
RENNA'S PIZZA ADVERTISING COOPERATIVE OF  
GREATER JACKSONVILLE, FLORIDA, INC.**

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2007 AUG 29 P 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator(s), adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is Renna's Pizza Advertising Cooperative of Greater Jacksonville, Florida, Inc.

**II.  
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of incorporation with the secretary of state of Florida. The corporation will have perpetual existence thereafter.

**III.  
Purposes**

The purposes for which the Corporation is formed are to aggregate resources to negotiate, purchase and develop advertising and related marketing materials and services, and aggregate resources to conduct research, engage in public relations, and provide education and training, to and on behalf of its members including Renna's Pizza Franchising, LLC, a Florida limited liability company ("Franchisor"), affiliates of Franchisor, and Renna's Pizza franchisees located in the designated market area for the greater Jacksonville, Florida area as determined by the Nielsen and Arbitron rating services ("Greater Jacksonville DMA"). The purposes also include collecting funds from members and planning, discussing, producing and disseminating advertising and sales promotion programs for all members, and accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions.

**IV.  
Membership**

Members in the Corporation shall, at all times, be limited to Franchisor, affiliates of Franchisor and Renna's Pizza franchisees located within the Greater Jacksonville DMA. Additional Renna's Pizza franchisees and affiliates of Franchisor located within the Greater Jacksonville DMA may be admitted as members of the Corporation upon certification to the

Corporation by Franchisor that said franchisee or affiliate is duly licensed and qualified and otherwise in good standing as an owner of a Renna's Pizza restaurant outlet. For membership purposes, any business entity and its owners are deemed a single member. Each member shall have one vote for each outlet owned by such member (or its affiliate) and operating. Otherwise, the qualifications, rights and activities of voting members will be as provided in the Bylaws.

**V.**

**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except that the existing member at the time of dissolution or final liquidation will be entitled to share in the distribution of any remaining corporate assets. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

**VI.**

**Limitation on Activities**

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the Bylaws or other rules governing the Corporation; provided, however, that nothing contained in these Articles will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

**VII.**

**Principal Office**

The principal office and mailing address of the Corporation is 10774 Waverly Bluff Way, Jacksonville, Florida 32223.

**VIII.**

**Directors**

The Corporation will have one director initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws, provided that the Corporation will always have at least one director. The name(s) and address(es) of the initial director(s) of the Corporation, who will serve until their successor(s) are duly elected and qualified, are as follows:

**Name**

Joseph Renna

**Address**

10774 Waverly Bluff Way  
Jacksonville, Florida 32223

**IX.**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 10774 Waverly Bluff Way, Jacksonville, Florida 32223, and the name of its initial registered agent at such address is Joseph Renna.

**X.**

**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are as follows:

**Name**

Joseph Renna

**Address**

10774 Waverly Bluff Way  
Jacksonville, Florida 32223

**XI.**

**Bylaws**

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors. However, the Bylaws and any amendments, modifications or restatement of them will not be valid unless previously approved by the Franchisor.

**XII.**

**Indemnification**

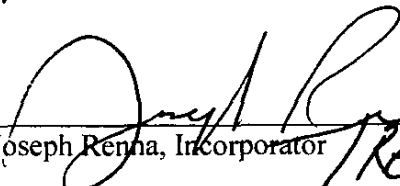
The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

**XIII.**

**Indemnification**

These Articles of Incorporation may be amended in the manner provided by law, except that no amendment may be made to these Articles of Incorporation that will eliminate or limit the rights of the Franchisor or without the consent of the Franchisor.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7 day of 6, 20007

  
Joseph Renna, Incorporator / Registered Agent

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2007 AUG 29 P 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA