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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WHISPERING DAWN, INC.**

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Florida Dept of State



November 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.

SUBJECT: WHISPERING DAWN, INC.  
REF: W07000056054

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**WHISPERING DAWN, INC.**

A Florida Non-Profit Corporation

These articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

**ARTICLE I. - NAME**

The name of this corporation is WHISPERING DAWN, INC. The principal office and the mailing address of the corporation is 1519 Clower Creek Drive, Sarasota, FL 34231.

**ARTICLE II. - PURPOSE**

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) Administering for charitable purposes, funds and property donated to the corporation;

(b) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(c) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(d) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(e) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

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**ARTICLE III. - MEMBERSHIP**

The corporation shall have no members.

**ARTICLE IV. - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V. - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The initial directors of this corporation shall be DANIEL J. KAPICA, KATHRYN I. DUDLEY and WENDLE WELCH. The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation.

**ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this corporation shall be: 1519 Clower Creek Drive, Sarasota, FL 34231. The registered agent shall be: DANIEL J. KAPICA.

**ARTICLE VII. - COMPENSATION AND ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, 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 II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**ARTICLE VIII. - INDEMNIFICATION**

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

**ARTICLE IX. - INCORPORATOR**

The name and address of the incorporator are as follows:

DANIEL J. KAPICA  
P. O. Box 2  
Sarasota, FL 34230

**ARTICLE X - OFFICERS**

The corporation shall be governed by a president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

**ARTICLE XI. - BYLAWS**

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

**ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION**

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

**ARTICLE XIII. - DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

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**ARTICLE XIV. - NONDISCRIMINATION**

The corporation shall maintain a racially nondiscriminatory admission and operations policy for all of its educational activities and will not discriminate against applicants or students on the basis of race, color, national or ethnic origin.

**ARTICLE XV. - DEFINITIONS**

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporators have has signed these articles of Incorporation on November 12, 2007.

  
\_\_\_\_\_  
DANIEL J. KAPICA

"INCORPORATOR"

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED: November 12, 2007.

  
\_\_\_\_\_  
DANIEL J. KAPICA