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**FLORIDA PROFIT/NON PROFIT CORPORATION**

The Worthen Legacy Group, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE WORTHEN LEGACY GROUP, INC.  
(a not-for-profit corporation)**

Pursuant to the filing of these Articles of Incorporation (these "Articles"), the undersigned hereby forms a Florida corporation not for profit under The Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

**ARTICLE I  
CORPORATE NAME**

The name of the corporation formed pursuant to these Articles of Incorporation (the "Corporation") is:

**THE WORTHEN LEGACY GROUP, INC.**

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address and mailing address shall initially be 1353 PALMETTO AVENUE, SUITE 200 WINTER PARK FL 32789.

**ARTICLE III  
PURPOSES**

The exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

(i) To operate for the benefit of, to perform the functions of, or to carry out the purposes of one or more organizations which satisfy all of the following criteria (collectively, the "Supported Organizations"):

(1) The organization is described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and the Treasury Regulations promulgated thereunder (the "Regulations"); and

(2) The organization operates an educational and personal counseling ministry for charitable and religious purposes or the organization is closely related in purpose or function to the organization(s) in connection with which the Corporation is operated; and

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(3) The organization is exempt from federal income tax under Section 501(c)(3) of the Code; and

(4) The control or management of the organization is vested in the same persons that control or manage the Corporation (within the meaning of Regulations Section 1.509(a)-4(h) and as more fully described below).

(ii) To perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code, including but not limited to (1) substituting one or more supporting organizations for one or more supporting organizations that were previously supported by the Corporation; and/or (2) operating for the benefit of new or additional supporting organizations.

Notwithstanding any other provision of this Article III or the Articles, the Corporation is not empowered to engage in activities which are not in furtherance of the purposes referred to in clauses (i) and (ii) of this Article III and the Corporation is not empowered to operate to support or benefit any organization other than the Supported Organizations.

**ARTICLE IV  
RESTRICTIONS ON DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 herein, all subject to the requirements of the Act and the Code.

**ARTICLE V  
OFFICERS & DIRECTORS**

5.01. **Number.** The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws from time to time.

5.02. **Election.** Directors shall be appointed or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

5.03. **Authority.** All of the duties and powers of the Corporation shall be exercised by the Board of Directors.

5.04. **Initial Directors.** The names and addresses of the initial three (3) members of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>Name:</u>	<u>Address:</u>
Alan M. Chambers	1353 Palmetto Avenue, Suite 200 Winter Park, Florida 32789

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Melissa Ingram	780 Harry L. Drive Johnson City, New York 13790
Don Schmierer	Fieldstead and Company o/o His Servants Post Office Box 765 Lockeford, California 95237

5.05. Term. The term of office for a Director shall be as established in the Bylaws for the Corporation.

5.06. Officers. The affairs of the Corporation shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the initial officers of the Corporation who shall serve until the election or appointment of their successors in accordance with the Bylaws are as follows:

<u>Name:</u>	<u>Address:</u>
Alan M. Chambers, President	1353 Palmetto Avenue, Suite 200 Winter Park, Florida 32789
Scott R. Davis, Treasurer	1353 Palmetto Avenue, Suite 200 Winter Park, Florida 32789
Richard R. Thomas, Secretary	1353 Palmetto Avenue, Suite 200 Winter Park, Florida 32789

5.07 Management and Control Notwithstanding any other provision of these Articles, the management and control of the Corporation shall at all times be vested in the persons who control or manage each of the Supported Organization(s) within the meaning of Regulations Section 1.509(a)-4(h).

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation and the name of the registered agent of the Corporation located at such address is as follows:

Stephen B. Hatcher, Esq.  
Zimmerman, Kiser & Sutcliffe, P.A.  
315 E. Robinson Street, Suite 600  
Orlando, Florida 32801

**ARTICLE VII  
LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS**

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Directors:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, Directors, officers or other private  
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persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of, the purposes set forth in Article III 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 by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(ii) Upon 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 to one or more of the Supported Organizations. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(iii) The Corporation shall indemnify the Directors and the Corporation's officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of Director and officer liability shall only be to the extent permitted of organizations which constitutes "supporting organizations" under Section 509(a)(3) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(v) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article VII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that

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the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code.

**ARTICLE VIII**  
**DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved and liquidated in accordance with the Bylaws of the Corporation.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Stephen B. Hatcher, Esq.  
Zimmerman, Kiser & Sutcliffe, P.A.  
315 E. Robinson Street, Suite 600  
Orlando, Florida 32801

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IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation of THE WORTHEN LEGACY GROUP, INC., a Florida not-for-profit corporation, on April 15, 2008.

WITNESS:

*Leslie K Wendt*  
LESLIE K WENDT

**INCORPORATOR:**

*Stephen B. Hatcher*  
Name: Stephen B. Hatcher

STATE OF FLORIDA)  
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15 day of April, 2008, by Stephen B. Hatcher.



*Maryann V. Thomas*  
Signature of Notary Public

\_\_\_\_\_  
Name of Notary Public

Personally Known OR  Produced Identification  
Type of Identification Produced: \_\_\_\_\_

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**CONSENT OF RESIDENT AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity

  
Stephen B. Hatcher

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