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(Requestor's Name)

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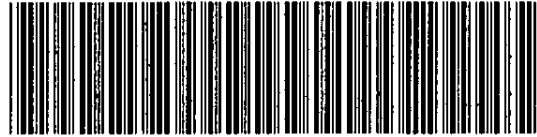
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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bm 7/21/08

## COVER LETTER

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

**SUBJECT:** The Twilight Foundation, 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: Lee R. Carr, II

Name (Printed or typed)

Carr Law Group, PA; 111 2nd Ave NE, Ste 1404

Address

St. Petersburg, FL 33701

City, State & Zip

(727) 894-7000

Daytime Telephone number

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

July 7, 2008

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Attn: Teresa Brown

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: The Twilight Foundation, Inc.

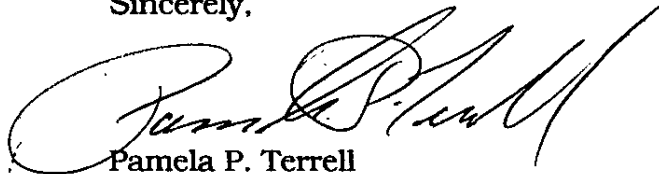
Dear Ms. Brown:

Please find enclosed the Articles of Dissolution and Articles of Incorporation for a not for profit corporation. We are dissolving *The Twilight Foundation, Inc.* as a profit corporation and transferring the entire entity to a not for profit corporation.

This letter is to state we will not revoke the Articles of Dissolution, and we authorize the transfer of *The Twilight Foundation, Inc.* to a not for profit corporation.

Thank you for your attention to this matter. If you have any questions or need further information, please contact our attorney, Lee R. Carr, II, Esquire at 727-894-7000, 111 2<sup>nd</sup> Avenue Northeast, Suite 1404, St. Petersburg, FL 33701.

Sincerely,



Pamela P. Terrell  
President  
The Twilight Foundation, Inc.

**ARTICLES OF INCORPORATION  
OF**

**THE TWILIGHT FOUNDATION, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

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 Non-Profit Corporation Law of the State of Florida, do hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is THE TWILIGHT FOUNDATION, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

16578 North Dale Mabry Highway  
Tampa, FL 33618

**ARTICLE III  
PURPOSE**

Said corporation is organized exclusively for charitable and educational purposes to assist the vulnerable elderly, including, for such purposes, 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.

**ARTICLE IV  
MANNER OF ELECTION**

The method of election of the corporation's directors shall be stated in the bylaws.

**ARTICLE V  
INITIAL DIRECTORS AND/OR OFFICERS**

The initial directors and/or officers of the corporation are:

Pamela P. Terrell - President  
16578 North Dale Mabry Highway  
Tampa, FL 33618

Lynn Mooney - President Elect  
16578 North Dale Mabry Highway  
Tampa, FL 33618

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Lynn McKinnon - Vice President  
16578 North Dale Mabry Highway  
Tampa, FL 33618

Barbara Harvey - Secretary  
16578 North Dale Mabry Highway  
Tampa, FL 33618

Venona Woolridge - Treasurer  
16578 North Dale Mabry Highway  
Tampa, FL 33618

#### **ARTICLE V**

#### **EARNINGS AND ACTIVITIES**

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 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 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.

#### **ARTICLE VI**

#### **DISSOLUTION OF ASSETS**

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 VII**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Lee R. Carr, II  
Carr Law Group, P.A.  
111 2<sup>nd</sup> Avenue Northeast, Suite 1404  
St. Petersburg, FL 33701

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator is:

Pamela P. Terrell  
16578 North Dale Mabry Highway  
Tampa, FL 33618

**ARTICLE IX  
AMENDMENT**

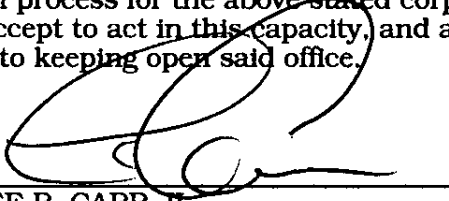
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 7<sup>th</sup> day of July, 2008.

  
PAMELA P. TERRELL, President

**Acknowledgment of Registered Agent**

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

  
LEE R. CARR, II  
Registered Agent  
Carr Law Group, P.A.  
111 2<sup>nd</sup> Avenue Northeast, Suite 1404  
St. Petersburg, FL 33701  
(727) 894-7000

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