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Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATION

*FILE NO. 14437-59796*

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Wings to the Spirit Foundation, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I****Name**

The name of the corporation shall be: Wings to the Spirit Foundation, Inc.

**ARTICLE II****Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

113 Baybridge Professional Park  
Gulf Breeze, Florida 32561

**ARTICLE III****Purposes**

The corporation is organized and operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended by preserving and promoting existing and emerging art forms which, by both content and fineness of execution, seek to embody the Baha'i concept that work, done in the spirit of service to humanity, is worship.

**ARTICLE IV****Board of Directors**

The initial directors of the corporation shall be elected in the manner set forth in the corporation's bylaws. The Board of Directors shall have the power to adopt and amend bylaws of the corporation, amend these articles of incorporation, and elect directors in accordance with the bylaws.

**ARTICLE V****Limitation of corporate powers**

The corporation may exercise all of the powers described in sections 617.0302 and 617.0303, Florida Statutes, as amended from time to time, subject to the following exception: the corporation shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purposes for which it was organized or which is prohibited for a corporation exempt from income tax under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VI****Initial registered agent and street address**

The name and address of the initial registered agent are:

David E. Hightower  
501 Commendancia Street  
Pensacola, Florida 32502

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**ARTICLE VII  
Incorporator**

The name and address of the incorporator for these articles of incorporation are:

Kim MacQueen  
113 Baybridge Professional Park  
Gulf Breeze, Florida 32561

**ARTICLE VIII  
Net earnings and private inurement**

No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 to further the charitable purposes for which this corporation was organized and which are consistent with section 501(c)(3) of the Internal Revenue Code of 1986, as amended. 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 relating to, any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IX  
Distribution of corporate assets upon dissolution**

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board of directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c) of such Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

The undersigned Incorporator has executed these Articles of Incorporation this 23 day of SEPTEMBER, 2008.

  
Kim MacQueen, Incorporator

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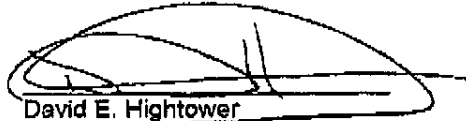
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**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated not-for-profit corporation at the address designated in this certificate, 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.

9/24/08  
Dated

  
David E. Hightower

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