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DIVISION OF CORPORATIONS

BUSH ROSS P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

SPRING RUN CHARITABLE FOUNDATION, INC.

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Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SPRING RUN CHARITABLE FOUNDATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation shall be SPRING RUN CHARITABLE FOUNDATION, INC. (the "Corporation") Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 9501 Spring Run Boulevard, Bonita Springs, Florida 34135.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 9501 Spring Run Boulevard, Bonita Springs, Florida 34135, and the name of the Registered Agent of this Corporation at that address is Michael G. Zigler.

ARTICLE III
PURPOSE

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

(a) to sponsor, promote and undertake exclusively charitable activities as an exempt organization under Section 501(c)(3) of the Code that will focus on supporting the health and medical needs of the residents of Lee and Collier counties, Florida, with a particular emphasis on the needs of children;

(b) to make gifts or grants to organizations qualified as charitable organizations under Section 501(c)(3) of the Internal Revenue Code and that are organized to serve the health and medical needs of children and residents of Lee and Collier counties, Florida;

(c) to receive and administer funds and gifts made for charitable and community purposes and, to that end, take title to and hold by contract, bequest, devise, gift, purchase or lease, either

absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as such limitations may be imposed by law;

(d) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(e) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(f) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(g) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(i) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized on a non-stock basis and shall have no members.

ARTICLE V
INCORPORATORS

The names and addresses of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Randy K. Sterns	1801 North Highland Avenue Tampa, Florida 33602

ARTICLE VI
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board of Directors until their successors are elected and qualified are as follows:

Mike Barrett
9189 Spring Run Boulevard, #1908
Bonita Springs, FL 34135

David Casto
23785 Clear Spring Court, #2302
Bonita Springs, FL 34135

Jack Chadwick
9136 Spring Run Boulevard
Bonita Springs, FL 34135

Bill Keefer
23704 Stonyriver Place
Bonita Springs, FL 34135

Barbara Rydstrom
23925 Creek Branch Lane
Bonita Springs, FL 34135

Pat Warren
9161 Spring Run Boulevard, #1708
Bonita Springs, FL 34135

Jim Ward
9160 Spring Run Boulevard
Bonita Springs, FL 34135

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS


In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code."

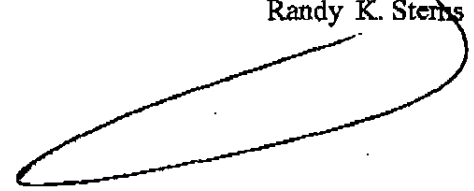
ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 3rd day of November, 2008.



Randy K. Stern



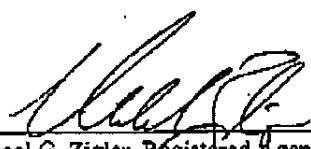
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place 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.


Michael G. Zigler, Registered Agent