

FROM: HOLLAND & KNIGHT LLP

FAX: (407) 425-8500

3:00P .01

N08000010310

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000252451 3))



H080002524513ABC.

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : HOLLAND & KNIGHT  
Account Number : 075350000340  
Phone : (407) 425-8500  
Fax Number : (407) 244-5288

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV -7 PM 2:14

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Compassion Corner, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

RECEIVED  
08 NOV -7 AM 8:00  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

gf 11/10/08

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 NOV -7 PM 2:14

**ARTICLES OF INCORPORATION  
OF**

**COMPASSION CORNER, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is COMPASSION CORNER, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE CORPORATION**

The address of the principal office of the Corporation shall be 200 South Orange Avenue, Suite 2600, Orlando FL 32801 and the mailing address shall be the same.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Suite 2600, Orlando FL 32801. The name of the initial registered agent at that address is A.Guy Neff.

**ARTICLE IV**

**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

##### MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names of the initial directors are:

Dawn T. Neff  
Sara M. McCall  
Karol Lucken  
William Lowry

#### ARTICLE VII

##### DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation

which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VIII

##### DURATION

The Corporation shall exist perpetually.

#### ARTICLE IX

##### AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

#### ARTICLE X

##### BYLAWS

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

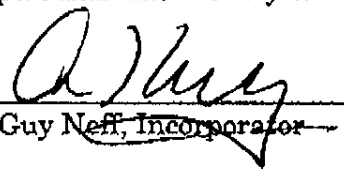
#### ARTICLE XI

##### INCORPORATOR

The name and address of the incorporator is:

A. Guy Neff  
200 South Orange Avenue, Suite 2600,  
Orlando FL 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 7th day of November, 2008

  
A. Guy Neff, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

**COMPASSION CORNER, INC.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That COMPASSION CORNER, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 200 S. Orange Avenue, Suite 2600, Orlando, FL 32801, has named A. Guy Neff, whose address is 200 S. Orange Avenue, Suite 2600, Orlando, FL 32801, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

  
A. Guy Neff, Registered Agent

# 5791593 v1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV -7 PM 2:14