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TALLAHASSEE FLORIDA

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PLEASE REPLY TO:
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January 26, 2009

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

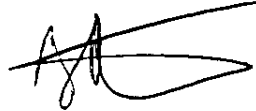
Re: Articles of Incorporation of The Bahia Children's Foundation, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the Articles of Organization of The Bahia Children's Foundation, Inc. along with a check for \$70.00 to cover the filing fee and a check for \$8.75 to cover the certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/kam
Enclosures
cc: Anthony W. Rossi

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ARTICLES OF INCORPORATION
OF
THE BAHIA CHILDREN'S FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE BAHIA CHILDREN'S FOUNDATION, INC..

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on January 22, 2009.

ARTICLE III - PURPOSES AND POWER OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this 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.

3. This 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 of 1986 or 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 of 1986 or corresponding section of any future federal tax code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is William P. Weatherford, Jr.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
William P. Weatherford, Jr.	1150 Louisiana Avenue, Suite 4 Winter Park, FL 32789

ARTICLE VI - BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of three (3) member/members who shall serve until his or her successor is elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any

vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than three (3) members.

C. The name and address of the members of the initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
Samuel G. Swope	3135 Tala Loop Longwood, FL 32779
Anthony W. Rossi	580 Majestic Oak Drive Apopka, FL 32712
John N. Davis	2434 Sweetwater Country Club Drive Apopka, FL 32712
Jon T. Gamina	185 River Oak Circle Sanford, FL 32771
Gary Bergenske	236 Flame Avenue Maitland, FL 32751

D. The Corporation reserves the power to adopt, alter, amend or repeal the Bylaws of this Corporation.

E. Except as noted above, the method of selecting directors shall be as stated in the Bylaws.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 580 Majestic Oak Drive, Apopka, FL 32712.

ARTICLE VIII - INDEMNIFICATION OF CORPORATION

This Corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE IX - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, if any, directors, officers or other private persons, except that this 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 II hereof.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

C. Notwithstanding any other provisions of these Articles of Incorporation, this 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 of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation described under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, as set forth in the Bylaws.

ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

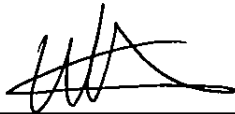
IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 22nd day of January, 2009, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



William P. Weatherford, Jr.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



William P. Weatherford, Jr.

Date: January 22, 2009.

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