

**Electronic Articles of Incorporation
For**

N09000001124
FILED
February 04, 2009
Sec. Of State
dwhite

UPSIDE OF DOWNS, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

UPSIDE OF DOWNS, INC.

Article II

The principal place of business address:

3878 E. COUNTRY SIDE DRIVE
INVERNESS, FL. 34452

The mailing address of the corporation is:

3878 E. COUNTRY SIDE DRIVE
INVERNESS, FL. 34452

Article III

The specific purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE,
RELIGIOUS, SCIENTIFIC AND EDUCATOR PURPOSES, THE MAKING OF
DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT
ORGANIZATIONS UNDER CODE SECTION 501C3

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

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

PHYSICIANS RESOURCE, LLC
725 W. GRANDA BLVD.
18
ORMOND BCH., FL. 32174

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JAY LUCAS

Article VI

The name and address of the incorporator is:

K. C. SUMMERS
3878 E. COUNTRY SIDE DRIVE

INVERNESS, FL 34452

Incorporator Signature: KC SUMMERS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOSHUA A SUMMERS
3878 E. COUNTRY SIDE DRIVE
INVERNESS, FL. 34452

Title: VP
KATHERINE C SUMMERS
3878 E. COUNTRY SIDE DRIVE
INVERNESS, FL. 33452

Title: SEC
KATHERINE C SUMMERS
3878 E. COUNTRY SIDE DRIVE
INVERNESS, FL. 34452

Article VIII

The effective date for this corporation shall be:

02/04/2009