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FLORIDA PROFIT/NON PROFIT CORPORATION

Katie Bug Memorial Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
KATIE BUG MEMORIAL FOUNDATION, INC.**

A Florida Not For Profit Corporation

THE UNDERSIGNED initial directors of this corporation, desiring to form a nonprofit corporation in accordance with the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation, hereinafter referred to as, this "Foundation" is:

KATIE BUG MEMORIAL FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Foundation is:

3809 Northridge Drive
Valrico, Florida 33596

ARTICLE III - PURPOSES

This Foundation is a not for profit corporation, organized under the Florida Not For Profit Corporation Act, and will be operated exclusively for charitable exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (hereinafter the "IRC"), including: (i) the receipt of contributions, and (ii) the payment of such contributions over to organizations that are described in Section 501(c)(3) of the IRC and exempt from taxation under section 501(a) of the IRC.

ARTICLE IV - REGISTERED AGENT

The name and address in the State of Florida of this Foundation's registered agent is:

Lina Angelici
3809 Northridge Drive
Valrico, Florida 33596

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ARTICLE V - LIMITATION ON ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, this Foundation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of IRC. Further, this Foundation shall not be empowered to carry on or engage in, and is hereby expressly prohibited from carrying on or engaging in, (other than as an insubstantial part) any activities that are not in furtherance of or are broader than the charitable exempt purposes of IRC Section 501(c)(3).

No substantial part of the activities of this Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Foundation shall not directly or indirectly, participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, or engage in activities which characterize this Foundation as an "action" organization as defined IRC Regulation 1.501(c)(3)-1(b)(3)."

ARTICLE VI - NO PECUNIARY PROFITS

No part of the net earnings of this Foundation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that this Foundation shall be authorized and empowered to: (i) pay reasonable compensation for services rendered, and (ii) make payments and distributions in furtherance of the purposes set forth in Article II of these Articles of Incorporation.

ARTICLE VII - DEDICATION OF ASSETS

This Foundation's property is hereby irrevocably dedicated to one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the IRC, and accordingly, no part of the net income or assets of this Foundation shall ever inure to the benefit of any director, officer, member, or other private person, and upon the dissolution or winding up of this Foundation, its assets remaining after payment of, or the provision of payment of, all debts and liabilities of this Foundation, shall be distributed: (i) for one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the IRC, and/or (ii) to the federal government, or to a state or local government, for a public purpose. Further, in the event the assets of this Foundation should be distributed upon its dissolution

by a court of competent jurisdiction, then such assets shall be distributed by said court to another organization that is exempt under IRC Section 501(c)(3), and solely for use in a manner as in the judgment of said court will best accomplish the charitable exempt purposes for which this Foundation was organized and for which this Foundation's assets are hereby dedicated.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Lina Angelici
3809 Northridge Drive
Valrico, Florida 33596

ARTICLE IX - DIRECTORS

The names and business addresses of the persons appointed to act as the initial Directors of this Foundation are:

<u>NAME</u>	<u>ADDRESS</u>
Lina Angelici	3809 Northridge Drive Valrico, Florida 33596
Jacqueline M. Bell	One Tampa City Center, Suite 3200 Tampa, Florida 33602
Judithe Nielsen	One Tampa City Center, Suite 3200 Tampa, Florida 33602

Except as otherwise required by law, all future directors and any chairperson of the Board of Directors of this Foundation shall be elected or appointed in the manner provided in the by-laws of this Foundation.

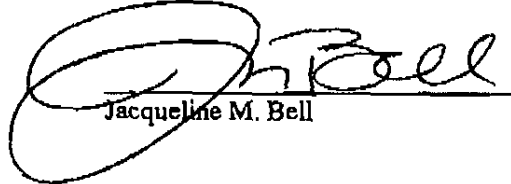
Signature Page Follows.

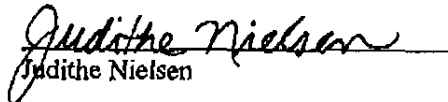
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IN WITNESS WHEREOF, the undersigned directors have hereunto subscribed their names
this 24th day of March, 2009.

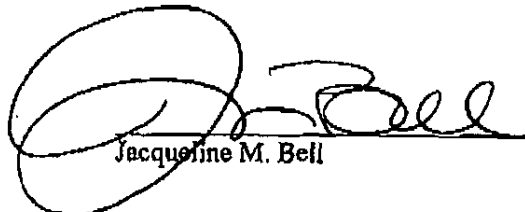
DIRECTORS:

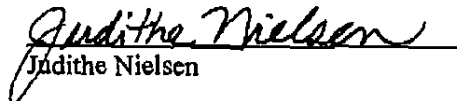

Jacqueline M. Bell

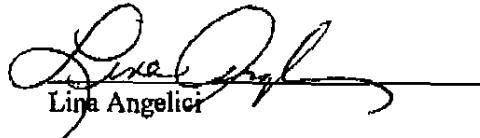

Judithe Nielsen


Lina Angelici

We, the above named initial directors of this Foundation, hereby declare that we are the
persons who executed the foregoing Articles of Incorporation, which instrument is our act and deed.


Jacqueline M. Bell


Judithe Nielsen


Lina Angelici

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, having been named as registered agent to accept service of process for KATIE BUG MEMORIAL FOUNDATION, INC. at the place designated in its Articles of Incorporation, hereby certifies that I accept such appointment as registered agent for service, agree to act in this capacity, and have hereunto subscribed my name this 24th day of March, 2009.


Lina Angelici, As Registered Agent

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