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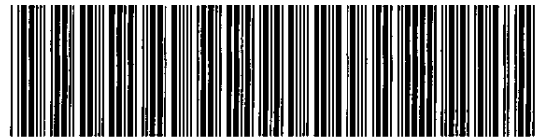
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*[Handwritten signature]*  
6/19

**MICHELLE L. NABERHAUS, P.L.**

***Attorney at Law***

*mnaberhaus@naberhauslaw.com*

708 S.E. Michaels Ct.  
Stuart, FL 34996-3636

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June 15, 2009

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

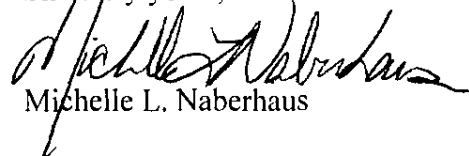
Re: *St. Gianna's Center for Women's Health and FertilityCare, Inc.*  
(Incorporation of Florida Not-For-Profit Corporation)

To Whom It May Concern:

Enclosed for filing is the Articles of Incorporation for Sir Pizza Miami, Inc. and Registered Agent Designation, along with a check in the amount of \$78.75, representing the filing fee of \$35.00, Registered Agent Designation fee of \$35.00, and certified copy fee of \$8.75. I am also enclosing a self-addressed stamped envelope for the return of the certified copy.

Thank you for your attention to this matter. Please feel free to contact me with any questions.

Sincerely yours,



Michelle L. Naberhaus

Encls.  
cc: Diane Hale

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ST. GIANNA'S CENTER FOR WOMEN'S HEALTH  
AND FERTILITYCARE, INC.  
A Florida Not-For-Profit Corporation**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the provisions of Chapter 617, Florida Statutes (Florida Business Corporation Act), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be St. Gianna's Center for Women's Health and FertilityCare, Inc.

**ARTICLE II  
EXISTENCE**

This Corporation shall have a perpetual existence.

**ARTICLE III  
PRINCIPAL OFFICE**

The initial principal office and mailing address of this Corporation shall be 4853 Lake Charles Drive, Kenneth City, Florida 33709.

**ARTICLE IV  
PURPOSE**

The purpose for which this corporation is organized is to promote and support women's health through educating individuals about human fertility and to promote and support a holistic approach to women's health.

This Corporation is organized as a not-for-profit corporation and shall be operated exclusively for the purposes described in *Section 501(c)(3)* of the Internal Revenue Code, as may be amended.

## **ARTICLE V**

### **POWERS**

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with *Chapter 617*, Florida Statutes, with the following limitations within the meaning of *Section 501(c)(3)* of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV, above.
2. No activities of the Corporation shall be in furtherance of a purpose other than that set forth in Article IV, above.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of *Section 501(c)(3)* of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of *Section 501(h)* of the Internal Revenue Code, as may be amended.
4. In no event shall the Corporation have the power to participate in, 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, all within the meaning of *Section 501(c)(3)* of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

## **ARTICLE VI**

### **MANAGEMENT OF CORPORATE AFFAIRS**

The powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors composed of at least three (3) members. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three (3). The Directors shall be elected in accordance with the methods and qualifications specified in the Bylaws of the Corporation.

**ARTICLE VII**  
**INITIAL DIRECTORS/OFFICERS**

The names and addresses of the initial Directors/Officers are as follows:

Diane M. Hale, Director  
4853 Lake Charles Dr.  
Kenneth City, FL 33709

Debra S. Gramlich, Director  
9127 Maple Ct.  
Largo, FL 33777

Robert J. Naberhaus, Jr., Director  
350 Amberjack Place  
Melbourne Beach, FL 32951

**ARTICLE VIII**  
**INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation shall be 708 S.E. Michaels Ct., Stuart, Florida 34996-3636, and the name of the initial registered agent of the corporation at that address is Michelle L. Naberhaus, Esq. at the firm of Michelle L. Naberhaus, P.L.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of these Articles is Diane M. Hale, 4853 Lake Charles Dr., Kenneth City, Florida 33709.

**ARTICLE X**  
**MEETINGS**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with *Chapter 617*, Florida Statutes, as may be amended, and shall adopt Bylaws for the Corporation and elect Officers/Directors to serve on the Board of the Corporation.


**ARTICLE XI**  
**AMENDMENTS**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

**ARTICLE XII**  
**DISSOLUTION**

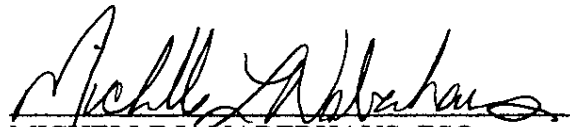
In the event of dissolution, and upon payment or adequate discharge of all liabilities and obligations, the residual assets of the organization shall be distributed for one or more exempt purposes within the meaning of *Section 501(c)(3)* and *Section 170(c)(2)* of the Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

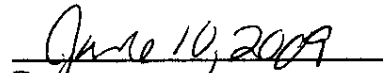
IN WITNESS THEREOF, for the purposes of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned Incorporator has executed these Articles of Incorporation on this 10 day of June, 2009.

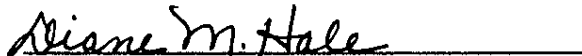
  
\_\_\_\_\_  
DIANE M. HALE

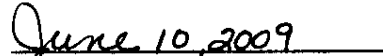
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for St. Gianna's Center for Women's Health and FertilityCare, Inc., a Florida not-for-profit corporation, at the place designated in the foregoing Articles of Incorporation, Michelle L. Naberhaus, Esq. (the "Registered Agent") hereby accepts the appointment as Registered Agent and agrees to act in this capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent as provided for in *Chapter 607*, Florida Statutes.

  
MICHELLE L. NABERHAUS, ESQ.,  
Registered Agent

  
Date

  
DIANE M. HALE,  
Incorporator

  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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