

To: The Florida Dept. of State
Subject: 001641.109457

From: Ashley Smith

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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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001641.109457

FLORIDA PROFIT/NON PROFIT CORPORATION

SPECIAL DAY FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SPECIAL DAY FOUNDATION, INC.
a not for profit corporation**

The undersigned, acting as incorporator of a corporation, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

Article I - Name

The name of the corporation is Special Day Foundation, Inc.

ARTICLE II - Principal Office

The address of the initial principal office of the corporation and the mailing address of the corporation is 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236.

Article III - Purpose

The purpose for which the corporation is organized is to provide health related supports and special recreational activities for intellectually and developmentally disabled individuals, and for all other lawful charitable and educational purposes consistent with the foregoing as will qualify the corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and corresponding provisions for any subsequent federal tax laws, including the making of distributions to organizations that qualify as tax exempt organizations under the Code.

Article IV - Election of Directors

The method of election of directors shall be as stated in the bylaws.

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Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and the name of the initial registered agent at that address is LPS Corporate Services, Inc.

Article VII- Incorporator

The name and address of the Incorporator is:

Michael E. Siegel
46 North Washington Boulevard, Suite 1
Sarasota, Florida 34236

Article VIII - Bylaws

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

ARTICLE IX - Earnings

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the 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 III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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 Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible

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under Section 170(c) (2) of the Code or the corresponding section or sections of any future federal tax code.

Article X - Distribution and Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article XI - Indemnification

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceedings or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and director against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

Article XII - Initial Directors

The names and addresses of the individuals who are to serve as the initial directors are:

Regis G. Champ
46 North Washington Boulevard, Suite 1
Sarasota, Florida 34236

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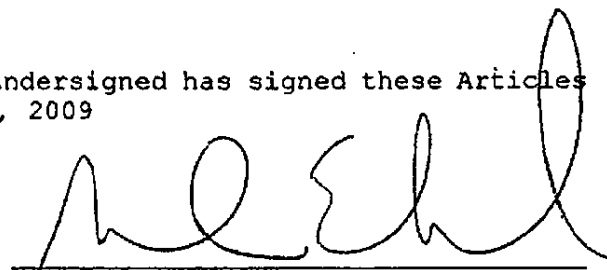
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Cynthia A. Champ
46 North Washington Boulevard, Suite 1
Sarasota, Florida 34236

Chelsey M. Champ
46 North Washington Boulevard, Suite 1
Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned has signed these Articles
of Incorporation on August 25, 2009



MICHAEL E. SIEGEL

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TALLAHASSEE, FLORIDA

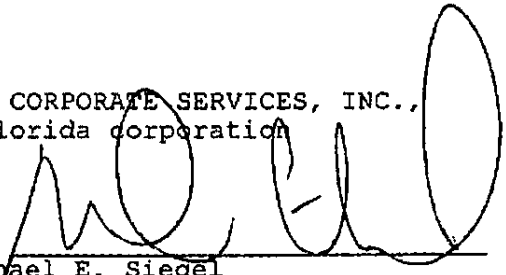
NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE, AND
DESIGNATION OF CORPORATE OFFICE

The undersigned, having a street address of 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, having been appointed by the directors of Special Day Foundation, Inc., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. The undersigned accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

LPS CORPORATE SERVICES, INC.,
a Florida corporation

By: 
Michael E. Siegel
Its Vice President