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A Professional Association

KIRK T. BAUER STEPHEN J. BRAUN POST OFFICE BOX 459 223 SOUTH WOODLAND BOULEVARD DELAND, FLORIDA 32721-0459

www.delandattorneys.com

September 24, 2009

TELEPHONE: (386) 734-3313 FAX: (386) 738-0424

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

RE:

Vel's Kids Foundation Corporation.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office for Vel's Kids Foundation Corporation. I have enclosed a check in the amount of \$70.00 in payment of your fees.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and provide us with the date incorporation was approved.

Sincerely,

BAUER & ASSOCIATES

Kirk T. Bauer

KTB:mh Enclosure

ARTICLES OF INCORPORATION

of

VEL'S KIDS FOUNDATION CORPORATION A Non-Profit Corporation

The undersigned subscriber of these Articles of Incorporation, being a natural person competent to contract, hereby subscribe to and form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of the corporation is VEL'S KIDS FOUNDATION CORPORATION, a Non-Profit Corporation, and it shall have as its principal address: 403 N. High Street, DeLand, FL 32720 and its mailing address is 403 N. High Street, DeLand, FL 32720.

ARTICLE II

Duration

The corporation is to exist perpetually, with commencement at the time of filing these Articles.

ARTICLE III

Purpose

The purpose or purposes for which the corporation is organized are:

- 1. To provide financial support, and comfort and care products for cancer patients.
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- 3. To do such other things that are incidental to the foregoing or necessary or desirable to accomplish the foregoing.
- 4. Further, the corporation is exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax

under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Qualification

Any person eighteen (18) years of age and over, evidencing a willingness to work toward the goals of the organization, may be accepted to regular membership on approval of the Board of Directors.

ARTICLE V

Registered Agent and Address of Registered Office

The name of the initial registered agent of the corporation is Debra A. K. Harriss and the street address of the initial registered office of the corporation is 403 N. High Street, DeLand, FL.

ARTICLE VI

Directors

The number of members constituting the initial Board of Directors shall be six (6), and the names and addresses of the persons who are to serve as the initial directors are:

| NAME | ADDRESS |
|------|---------|

| Debra A. K. Harriss Janice Colacey | 403 N. High Street, DeLand, FL 32720 1946 S. Viscaya Circle, Deltona, FL 32738 |
|---------------------------------------|---|
| Brett M. Harriss | 403 N. High Street, DeLand, FL 32720 |
| Jennifer Nuti | P. O. Box 120, Shellman, GA 39886 |
| Russell Nuti | P. O. Box 120, Shellman, GA 39886 |
| Michael Killian | 1242 Laurel Summit Drive, Smyrna, GA 30082 |

The number of members may be changed by the directors, not less than three (3), and the method by which the directors shall be appointed or elected in the future will be stated in the Bylaws of the corporation.

ARTICLE VII

Incorporator

The name and address of the incorporator of this corporation are:

NAME ADDRESS

Debra A. K. Harriss 403 N. High Street, DeLand, FL 32720

ARTICLE VIII

Stock

This corporation is organized under a non-stock basis.

ARTICLE IX

Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, or as amended in 1986 or otherwise, or corresponding sections of any future law, or to the Federal, State or local government for exclusive public purpose.

<u> Debraa, K. Harriss</u> Incorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared DEBRA A. K. HARRISS, known to me and known by me to be the person who, as an Incorporator, executed the foregoing Articles of Incorporation of the VEL'S KIDS FOUNDATION CORPORATION, A Non-Profit Corporation, and she acknowledged before me that the executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 27 day of September, 2009.

Notary Public, State of Florida

Notary's Printed Name My Commission Expires:

KIRK T. BAUER
MY COMMISSION # DD 892257
EXPIRES: July 22, 2013
Bonded Thru Notary Public Underwriters

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned non-profit corporation submits the following statement in designating the registered office/registered agent, in the State of Florida.

- The name of the non-profit corporation is VEL'S KIDS FOUNDATION CORPORATION
 - 2. The name and address of the Registered Agent and Office is:

DEBRA A. K. HARRISS 403 N. High Street DeLand, Florida 32720

VEL'S KIDS FOUNDATION CORPORATION

Having been named as Registered Agent to accept service of process for the above-named non-profit corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: _9-24-09