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FLORIDA PROFIT/NON PROFIT CORPORATION

Bears Who Care, Incorporated

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**ARTICLES OF INCORPORATION
OF
Bears Who Care, Incorporated**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Bears Who Care, Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
555 Campus Street, Celebration, Florida 34747

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is: Provides stuffed teddy bears and books to children (ages 1 - 12), who have been negatively affected by an illness, injury, disaster or financial hardship. Our mission is to lift their spirits, bring comfort and encourage reading not only during their time of need, but also in the future when they need comfort or encouragement. Our efforts also bring support to parents, as the reading promotes literacy and specifically gives them a way to stay connected to their children.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions 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.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV OFFICERS/DIRECTORS

The initial directors of the corporation are:

Kari Schmitz, 555 Campus Street, Celebration, Florida 34747
Tad Schmitz, 555 Campus Street, Celebration, Florida 34747
Joseph Schmitz, 413 Edgewater Dr., Morris, Illinois 60450

The initial officers of the corporation are:

Kari Schmitz, President, 555 Campus Street, Celebration, Florida 34747
Tad Schmitz, Vice-President, 555 Campus Street, Celebration, Florida 34747

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ARTICLE V INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960. Located in the County of Leon

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Williams, 8040 Excelsior Dr., Suite 200, Madison, WI 53717

ARTICLE VII DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VIII MANNER OF ELECTING DIRECTORS

The method of election of directors is as stated in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of October 2009.



Business Filings Incorporated
Mark Williams, A.V.P.

The document was prepared by:
Mark Williams, 8040 Excelsior Dr., Suite 200, Madison, WI 53717. (608) 827-5300.

Having been named as registered agent and to accept service of process for the above stated 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.

Prepared for: Bears Who Care, Incorporated

Signature:



Mark Williams, A.V.P.
Business Filings Incorporated

Date: October 12, 2009

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