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(Address)

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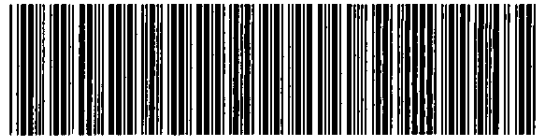
Certificates of Status _____

Special Instructions to Filing Officer:

W1-12869

Office Use Only

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03/12/10--01012--007 **78.75

FILED
2010 MAR 23 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

RONALD D. FAIRCHILD, P.A.
SUITE 100
1000 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

RONALD D. FAIRCHILD
SHARON B. MILNE

TELEPHONE 904/355-6700

FACSIMILE 904/358-7360

March 19, 2010

Division of Corporations
Secretary of State
Attention: Ms. Loria Poole
Post Office Box 6327
Tallahassee, Florida 32314

Re: R.A.C.E. Race Against Cancer Everyday, Inc.,
A Florida Not For Profit Corporation;
Reference Number: W10000012869

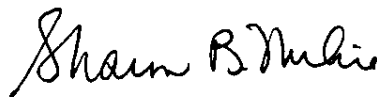
Dear Ms. Poole:

Please find enclosed for filing the corrected original and one (1) copy of the articles of incorporation for the above referenced not for profit corporation, together with the registered agent designation and a copy of your letter of March 15, 2010, Letter Number 610A00006314.

If the corrected articles and designation comply with the requirements, please complete the filing process and return the certified copy of the articles to this office.

Thank you.

Sincerely yours,

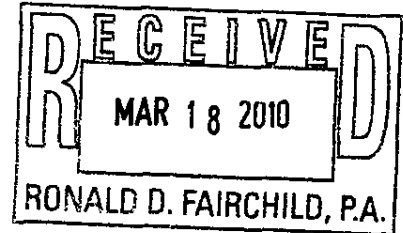


Sharon B. Milne

SBM/sm
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations



March 15, 2010

RONALD D. FAIRCHILD, P.A.
1000 RIVERSIDE AVENUE
SUITE 100
JACKSONVILLE, FL 32204

SUBJECT: R.A.C.E. (RACE AGAINST CANCER EVERDAY), INC.
Ref. Number: W10000012869

We have received your document for R.A.C.E. (RACE AGAINST CANCER EVERDAY), INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and ~~submitting the appropriate fees~~ to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 610A00006314

FILED

2010 MAR 23 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

R.A.C.E. RACE AGAINST CANCER EVERYDAY, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

Articles of Incorporation of the undersigned, all of whom are citizens of the United States, desiring to form a Not for Profit Corporation under the Not for Profit Corporation Laws of the State of Florida, do hereby certify:

ARTICLE I. NAME

The name of this Not for Profit Corporation is:

R.A.C.E. Race Against Cancer Everyday, Inc.

ARTICLE II. ADDRESS

The initial registered address and mailing address of the principal office of this corporation in the State of Florida is 23705 Arrigo Boulevard, Fernandina Beach, Nassau County, Florida 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. PURPOSES

This corporation is organized exclusively for charitable purposes, including but not limited to the making of distributions for charitable purposes to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, and to provide relief and support to individuals who are distressed and in need, within the meaning of section 501(c)(3), because they have been diagnosed with cancer, by assisting such individuals and their families with a special emphasis on providing financial assistance to them in order to enable them to obtain prescribed medical care and treatment that they otherwise could not obtain.

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ARTICLE IV. PUBLIC CHARITY REQUIREMENTS AND PROHIBITIONS

This corporation shall meet all necessary requirements and refrain from all prohibited activities in order to maintain its status as a public charity, under section 501(c)(3) of the Internal Revenue Code, and related sections, for federal income tax purposes, including but not limited to the following:

- (a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (d) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (f) 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 hereof;

- (g) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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; and
- (h) 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 Internal Revenue Code, or by the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, and new directors may be appointed or elected, pursuant to by-laws adopted by the directors, but shall never be less than three (3) in number. The names and addresses of the members of the initial Board of Directors are:

Molissa Massengill
23705 Arrigo Boulevard
Fernandina Beach, Florida 32034

Kendall Leigh Pirtle
12505 Pulaski Road
Jacksonville, Florida 32218

Barney Harold Browning, III
14489 Boney Road
Jacksonville, Florida 32226

ARTICLE VI. TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these articles with the office of the Secretary of State of the State of Florida, and it shall exist perpetually thereafter.

ARTICLE VII. DISSOLUTION

If this corporation shall be dissolved for any reason, upon such dissolution the assets of the corporation shall be distributed to one or more exempt organizations which is or are tax-exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and which will use such assets for the purposes stated in ARTICLE III of these Articles. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, are as follows:

Molissa Massengill
23705 Arrigo Boulevard
Fernandina Beach, Florida 32034

ARTICLE IX. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Molissa Massengill
23705 Arrigo Boulevard
Fernandina Beach, Florida 32034

Kendall Leigh Pirtle
12505 Pulaski Road
Jacksonville, Florida 32218

Barney Harold Browning, III
14489 Boney Road
Jacksonville, Florida 32226

ARTICLE X. AMENDMENTS

1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the corporation's board of directors as provided in the corporation's by-laws.

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.

IN WITNESS WHEREOF, we have hereunto subscribed our names
this 9th day of MARCH, 2010.

Molissa Massengill
MOLISSA MASSENGILL,
Incorporator and Director

Kendall Leigh Pirtle
KENDALL LEIGH PIRTLE,
Incorporator and Director,

Barney Harold Browning III
BARNEY HAROLD BROWNING, III,
Incorporator and Director

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that, R.A.C.E. Race Against Cancer Everyday, INC.,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at City of Jacksonville, County of Duval, State of
Florida, has named MOLISSA MASSENGILL, 23705 Arrigo Boulevard,
Fernandina Beach, Florida 32034, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

Molissa Massengill
Molissa Massengill
Registered Agent

2010 MAR 23 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED