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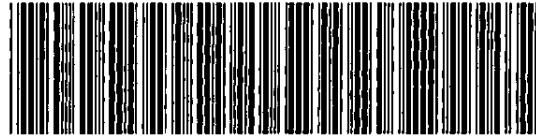
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DAVID K. OAKS, P.A.
Attorney at Law

DAVID K. OAKS
*also licensed in North Carolina
Email: doaksesq@comcast.net

JACKIE M. SMITH
Legal Assistant
Email: jackieoakslaw@comcast.net

May 7, 2010

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

RE: **GRAYSEN'S WAY, INC.**
Articles of Incorporation

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation of **GRAYSEN'S WAY, INC.**, together with our check in the amount of \$78.75 for the filing fee.

Please return a stamped copy of this filing to the above address. Thank you for your assistance in this matter.

Yours very truly,

A handwritten signature in black ink, appearing to read "David K. Oaks", written over a horizontal line.

David K. Oaks

DKO:js
Encl.

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**Articles of Incorporation of
GRAYSEN'S WAY, INC.
a Florida Not-for-Profit Corporation**

10 MAY 11 AM 11:32

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I.

The name of the corporation is **GRAYSEN'S WAY, INC.**

Article II.

The corporation shall have perpetual duration. The principal place of business and mailing address for the corporation is 8260 Pascal Drive, Punta Gorda, FL 33950

Article III.

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable purposes, by the distribution of its funds for those purposes, and particularly for sudden infant death syndrome.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under **26 U.S.C.A. § 501(c)(3)**, or corresponding provisions of

any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution of any statements in any political campaign on behalf of any candidate for public office.

Article IV.

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V.

The street address of the initial registered office of the corporation is 407 East Marion Avenue, Suite 101, City of Punta Gorda, County of Charlotte, State of Florida 33950. The name of its initial registered agent at that address is **DAVID K. OAKS**.

Article VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3) provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on the first Monday of June, 2010 at 1:00 p.m., at 8260 Pascal Drive, Punta Gorda, Charlotte County, Florida 33950 at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of two (2) years until the annual meeting of members

following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 8260 Pascal Drive, Punta Gorda, Charlotte County, Florida 33950 on the first Monday of June of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board. Any action taken by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

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

<u>Name</u>	<u>Residential Address</u>
SHARON LOUISE HARRIS	1852 Mango Street Port Charlotte, FL 33980
FARRAH NICOLE HARRIS	1852 Mango Street Port Charlotte, FL 33980
PHOEBE MENZER	8260 Pascal Drive Punta Gorda, FL 33950

Article VII.

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
SHARON LOUISE HARRIS	1852 Mango Street Port Charlotte, FL 33980

FARRAH NICOLE HARRIS

1852 Mango Street
Port Charlotte, FL 33980

PHOEBE MENZER

8260 Pascal Drive
Punta Gorda, FL 33950

Article VIII.

The board of directors shall elect the following officers: President, Secretary and Treasurer and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: **PHOEBE MENZER** - President / Secretary / Treasurer, 8260 Pascal Drive, Punta Gorda, Charlotte County, Florida 33950.

Article IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-for-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI.

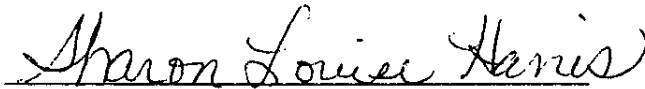
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or

corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

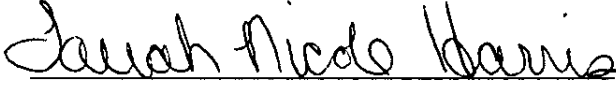
Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least 2/3rds votes of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 27 day of April, 2010.



SHARON LOUISE HARRIS



FARRAH NICOLE HARRIS



PHOEBE MENZER

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10 MAY 11 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 **GRAYSEN'S WAY, INC.**, a not for profit corporation, 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 Punta Gorda, County of Charlotte, State of Florida, has named
DAVID K. OAKS, County of Charlotte, State of Florida, 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.

By David K. Oaks
Registered Agent

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TALLAHASSEE FLORIDA