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BRIAN J. DOWNEY & ASSOCIATES
Attorney-at-Law
Bonita Springs - Fort Myers

June 17, 2010

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

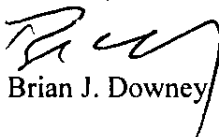
Re: Barbara J. Downey Foundation, Inc.
Florida Not for Profit Corporation

Gentlemen:

I enclose an original and one copy of Articles of Incorporation for Barbara J. Downey Foundation, Inc., a Florida Not for Profit Corporation along with a check made payable to your order in the amount of \$78.75.

Please file accordingly and return the copy in the self-addressed envelope provided along with a Certificate of Status.

Sincerely,


Brian J. Downey

Enc.: as stated

ARTICLES OF INCORPORATION
FOR
BARBARA J. DOWNEY FOUNDATION, INC.

THE UNDERSIGNED, for the purposes of forming a nonprofit corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND LOCATION

The name of the corporation is Barbara J. Downey Foundation, Inc., hereinafter referred to as the "Corporation." The initial principal office of the Corporation shall be located at 28100 Bonita Grande Drive, #102, Bonita Springs, Florida 34135.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable and benevolent purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes.

ARTICLE III
CORPORATE DURATION

The term of existence of this Corporation is perpetual.

ARTICLE IV
PURPOSE OF CORPORATION

The purpose of the Corporation is to provide charitable and benevolent help to persons suffering from ovarian cancer residing in Florida and Indiana.

The Corporation shall be authorized to:

1. Acquire by gift, devise, bequest, lease, purchase or otherwise real and personal property both tangible and intangible, and interests therein, with or without restriction of use in accordance with the corporate purposes; to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the benefit solely of this Corporation, and not for pecuniary benefit;
2. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares,

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- bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner and holder of them, to exercise all rights, powers and privileges of ownership;
3. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
 4. To borrow money, incur indebtedness and to secure repayment of mortgage, pledge, deed of trust or other hypothecation of property, both real and personal, or by the issuance of the Corporation's securities of any kind or character, issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, or other lien on any part of all the properties and assets of any time thereafter owned or acquired by this Corporation;
 5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision, and;
 6. To do all things necessary, expedient or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

ARTICLE V

NONPROFIT PROVISIONS OF CORPORATION

The purposes for which the Corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

No part of the revenues or assets of this Corporation shall inure to the benefit of, or be distributable to the Board of Directors, Executive Committee, or any other person(s), except that the Corporation shall be authorized and empowered to pay reasonable compensation for expenses rendered to individuals or businesses and to make payments and distributions as set forth in the Bylaws.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under federal, state or local law.

ARTICLE VI MEMBERS

The Corporation shall have no members.

ARTICLE VII BOARD OF DIRECTORS

The business, affairs, activities and property of the Corporation shall be managed, directed, governed and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors composed of the number of persons as may be specified by the Bylaws. In accordance with the Bylaws, the Board of Directors shall nominate and elect qualified individuals to serve as officers of the Corporation and as its Board of Directors. The term of office of directors, the manner of their designation and selection, their qualifications, meetings, voting and other rights and privileges shall be set forth in the Bylaws.

The initial Board of Directors shall be comprised of four (4) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be seven (7) provided, however, that the exact number of Directors shall be prescribed from time to time in the Bylaws of the Corporation.

The names and post office addresses of the initial Board of Directors are:

Brian J. Downey 28100 Bonita Grande Dr., #102 Bonita Springs, Florida 34135	Brandon C. Downey 3525 Amulet Fort Wayne, IN 46815
Patrick E. Downey 14601 Bald Eagle Drive Fort Myers, Florida 33912	Kelli Kline 4620 Speedway Drive Fort Wayne, IN 46825

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, assign all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) engaged in activities substantially similar to those of the Corporation as the Board of Directors shall determine.

**ARTICLE IX
AMENDMENT OF ARTICLES**

Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors as set forth in the Bylaws of this Corporation.

**ARTICLE X
AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, the Bylaws of this Corporation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

**ARTICLE XI
INITIAL INCORPORATORS**

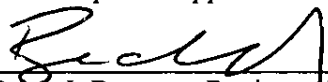
The name of address of the initial incorporator of this Corporation is:

Brian J. Downey
28100 Bonita Grande Drive, #102
Bonita Springs, FL 34135

**ARTICLE XII
REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial registered office of the Corporation is 28100 Bonita Grande Drive, #102, Bonita Springs, Florida 34135. The name of the Corporation's initial registered agent at such address is Brian J. Downey.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I, Brian J. Downey, am familiar with and accept the appointment as registered agent and agree to act in this capacity.



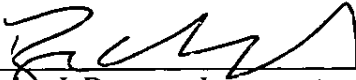
Brian J. Downey, Registered Agent

I, Brian J. Downey, the undersigned for BARBARA J. DOWNEY FOUNDATION, INC., a Florida nonprofit corporation, have executed these Articles of Incorporation this 17th day of June, 2010, and say:

That I am the initial incorporator of this Corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida; that I have read the above and foregoing Articles of Incorporation, know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein

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alleged upon information and belief as to those matters I believe to be true, therefore
adopt the foregoing Articles of Incorporation.



Brian J. Downey, Incorporator