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TO GOV. SALEDUE
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FALL RIVER, MASSACHUSETTS

JUN 30 2010
D.A. WHITE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bailey's Buddies Foundation, Inc.

Signature _____

Requested by: SETH

06/24/10 11:00

Name

Date

Time

Walk-In _____

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
BAILEY'S BUDDIES FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)**

FILED

2010 JUN 29 A 10:05

We, the undersigned, acknowledge and file in the office of the Secretary of State of Florida, for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be BAILEY'S BUDDIES FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 7885 Lake Mabel Loop Road, Lake Wales, Florida 33898, and the mailing address is the same.

**ARTICLE III
PURPOSE**

The corporation shall not be used to gain pecuniary profit for its members or to engage in any acts prohibited by chapter 617, Florida Statutes. Rather, the corporation is organized exclusively for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. 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 any candidate for public office.

ARTICLE IV
POWERS

The corporation shall be authorized and empowered to exercise any and all corporate powers conferred by Section 617.0302, Florida Statutes, or the corresponding section of any future Florida law establishing the powers of a not-for-profit corporation, provided such powers are exercised in a manner that is consistent with, and reasonably necessary and incidental to, the objects and purposes of the corporation, as set forth in Article III hereof. Notwithstanding any other provision of these Articles, the corporation will not exercise any powers or engage in any activities, other than to an insubstantial extent, that in themselves are not in furtherance of the purposes of the corporation, as set forth herein.

ARTICLE V
DURATION

The corporation shall commence existence on the filing of these Articles of Incorporation, and shall have perpetual duration.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 225 East Lemon Street, Suite 300, Lakeland, Florida 33801. The initial registered agent at the address shall be Timothy E. Kiley, Esquire.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

NAME:

Lora Donley

ADDRESS:

7885 Lake Mabel Loop Road
Lake Wales, Florida 33898

ARTICLE VIII
NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of any director, member, trustee, officer or the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE IX
DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to a charitable, scientific, religious, literary, or educational organization which at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE X
DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) individuals. The number of Directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation; provided that in no event shall the corporation have less than three (3) Directors.

The following individuals shall constitute the initial Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Board Member	Lora Donley	7885 Lake Mable Loop Road Lake Wales, Florida 33898
Board Member	Amanda Watts	5051 White Clay Pit Road Highland City, Florida 33844
Board Member	Michael Wysong	P.O. Box 3098 Lihue, Hawaii 96766

[This space intentionally left blank. Signature page to follow.]

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 25 day of June, 2010.


LORA DONLEY, INCORPORATOR

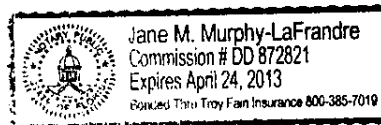
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LORA DONLEY who [] is personally known to me or who [✓] has produced FL DRIVERS LICENSE, as identification.

WITNESS my hand and official seal this 25th day of June, 2010, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public



To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:

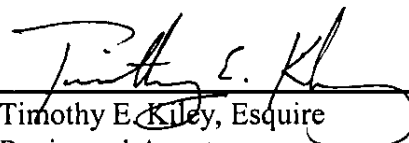
Bailey's Buddies Foundation, Inc., with its place of business at 7885 Lake Mabel Loop Road, Lake Wales, Florida 33898, has named Timothy E. Kiley, Esquire, located at 225 E. Lemon Street, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: June 25, 2010.


LORA DONLEY, DIRECTOR

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 617 of the Florida Not For Profit Corporation Act.

Dated June 25, 2010.


Timothy E. Kiley, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA