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**ARTICLES OF INCORPORATION OF  
FLORIDA CARES FOUNDATION, Inc.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of Incorporation for such corporation.

**ARTICLE I**

**NAME**

The name of the corporation, referred to as the "Florida Cares Foundation, Inc.

**ARTICLE II**

**Place of Business**

Until the Board of Directors appoint a new location the principal office of "Florida Cares Foundation, Inc." will be at 12807 W. Hillsborough Ave; Tampa, Fla 33635.

**ARTICLE III**

**Purposes**

This corporation is organized exclusively for charitable, and or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

**ARTICLE IV**

**Limitations**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporations shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, not to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation:
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by

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publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in the same is determined by a panel comprised solely of non-Board member], or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE V**

### **Members**

**Section 1. Membership:** A natural person may become a member of the corporation by completing the following: (1) paying the annual membership fee and (2) completing an application form.

**Section 2. Voting Rights:** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 3. Annual Meeting:** The annual meeting of the members shall be held on the second Friday of August in each year, beginning at 7:00 O'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be legal holiday in Florida, such meeting shall be held on the next succeeding business day. If the election of directors is not held on that day, the board of directors shall call a special meeting of the members as soon thereafter as is convenient. The meeting shall be held at the registered office, unless some other place is specified in the annual meeting notice. It shall be held in the city of Tampa, State of Florida.

**Section 4. Rules:** Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (1990).

## **ARTICLE VI**

### **Initial Board of Directors**

The following will act as the Board of Directors until the first membership meeting on August 13, 2010. At which time seven Board of Directors will be appointed.

## ARTICLE VII

### Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, or employee.

## ARTICLE VIII

### Incorporator

The incorporator to this corporation is Daniel W. Hall, address of the incorporator is 1532 San Mateo Dr, Dunedin, FL 34698. Telephone number of the incorporator is 727 953-8387.

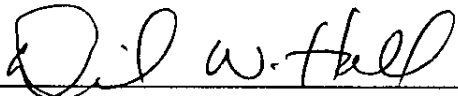
## ARTICLE IX

### Initial Registered Agent

The initial Registered Agent will be Daniel W. Hall, address of the Registered Agent is 1532 San Mateo Dr, Dunedin, FL 34698. Telephone number of the registered Agent is 727 953-8387

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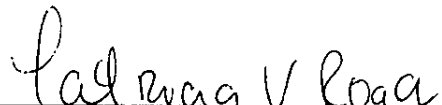
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature Daniel W. Hall Registered Agent


7/15/10  
Date

  
Signature Patrick D. Roach President/Incorporator

7/15/10  
Date

  
Signature Patricia V. Roach Secretary/Incorporator

7/15/10  
Date

  
Signature Daniel W. Hall Treasure/Incorporator

7/15/10  
Date