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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
GINA MCREYNOLDS FOUNDATION, INC.**

| | |
|-----------------------|---------|
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January 30, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER

SUBJECT: GINA MCREYNOLDS FOUNDATION, INC.
REF: W12000005510

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000022172
Letter Number: 812A00002865

P.O BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE 01/26/12

**ARTICLES OF INCORPORATION OF
GINA MCREYNOLDS FOUNDATION, INC.**

GINA MCREYNOLDS FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is GINA MCREYNOLDS FOUNDATION, INC.

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 1431 Winged Foot Drive, Apopka, Florida 32712. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

ARTICLE III
Purposes

The Corporation is organized and shall be operated exclusively for charitable purposes. Specifically, the Corporation is organized for the purpose of raising and distributing funds to (i) provide assistance and financial support to individuals and families whose lives have been affected by cancer, and (ii) other organizations that perform or support scientific research related to cancer, or that provide assistance or financial support to individuals and families whose lives have been affected by cancer. The Corporation shall be authorized to do all things that may appear necessary and useful to its Directors in accomplishing the purposes herein set out including education of the public about these activities.

ARTICLE IV
Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) 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 (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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.

ARTICLE V
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or

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other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article V or to the federal, state or local government, for a public purpose.

ARTICLE VI

Term

The term for which the Corporation shall exist shall be perpetual.

ARTICLE VII

Members

The Corporation shall have no members unless the Bylaws provide for members and designate any qualifications and rights of such members necessary in accordance with applicable provisions of the Act.

ARTICLE VIII

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, are as follows:

- (1) MICHAEL BOGLE
- (2) PHILLIP NATION
- (3) JON ETLING

ARTICLE IX

Registered Office and Agent

The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017, and the Registered Agent at such address is F&L Corp.

ARTICLE X

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended as provided in the Bylaws.

[Signature Page Follows.]

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ARTICLE XI
Incorporator

The name of the sole incorporator of the Corporation is Phillip Nation. The mailing address and street address of the sole incorporator of the Corporation are 1988 Saint Andrews Placc, Longwood, Florida 32779.

[Signature Page Follows.]

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The foregoing Articles of Incorporation were adopted effective January 26, 2012, by the undersigned incorporator in accordance with the requirements of the Act.



PHILLIP NATION, Incorporator
1988 Saint Andrews Place
Longwood, Florida 32779

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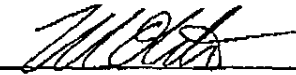
**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IX of the foregoing Articles of Incorporation of the **GINA MCREYNOLDS FOUNDATION, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 26th day of January, 2012.

REGISTERED AGENT:

F&L CORP.

By: 
Michael A. Okaty
Agent and Authorized Agent

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