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Division of Corporations

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CONCORD CARES FOUNDATION, INC.

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February 8, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

REGISTERED AGENT GROUP, LLC

SUBJECT: CONCORD CARES FOUNDATION, INC.
REF: W12000007701

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**ARTICLES OF INCORPORATION
OF
CONCORD CARES FOUNDATION, INC.**

The undersigned, for purposes of forming a charitable corporation under the provisions of the Florida Not For Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is Concord Cares Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE OF THE CORPORATION

The street address of the principal office and mailing address of the Corporation is 1551 Sandspur Road, Maitland, Florida 32751 or at such other address in the State of Florida as determined by the board of directors from time to time.

ARTICLE III. PURPOSES AND POWERS OF THE CORPORATION

(1) This Corporation does not contemplate pecuniary gain or profit, and the purposes for which it is formed are:

(a) to provide short-term assistance to employees of Concord Management, Ltd. who experience severe financial need due to unexpected emergencies or catastrophic disasters; provided, however, that the Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision or provisions of succeeding law) (the "Code"); and

(c) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, *Florida Statutes*, and in accordance with other applicable law.

(2) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Code. Accordingly, notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code;

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

(c) Except to the extent permitted by the Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(d) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

(e) No compensation or other remuneration shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Corporation, or as a reimbursement for reasonable expenses incurred in support of the Corporation.

(f) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Code, the Corporation shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code; (b) not engage in any act which is subject to tax as self-dealing under Section 4941 of the Code; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943 of the Code; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

ARTICLE IV. MEMBERSHIP

This Corporation shall not have members.

ARTICLE V. BOARD OF DIRECTORS

(1) The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

(2) The Corporation shall have at least three (3) but not more than nine (9) directors. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than three (3).

The first Board of Directors shall consist of nine (9) persons, and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Ed Wood	1551 Sandspur Road Maitland, FL 32751
Wayne Kalish	1551 Sandspur Road Maitland, FL 32751
Lori Trainer	700 West Morse Blvd., Suite 220 Winter Park, FL 32789

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ARTICLE VI. POWERS OF DIRECTORS AND OFFICERS

Except as limited by the Articles of Incorporation and the Bylaws, the directors and officers of the Corporation will have the powers and duties as are or may hereafter be provided for not for profit corporations pursuant to Chapter 617, *Florida Statutes*, and in accordance with other applicable law.

ARTICLE VII. DISSOLUTION

(1) Upon 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

(2) Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Registered Agent Group, LLC
1551 Sandspur Road
Maitland, Florida 32751

ARTICLE IX. TERM OF EXISTANCE

The Corporation shall exist perpetually.


ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation by a majority vote of the Board of Directors of the Corporation.

ARTICLE XI. BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this ____ day of January, 2012.


Hervey Carpenter, Incorporator
1551 Sandspur Road
Maitland, FL 32751

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Concord Cares Foundation, Inc., I hereby accept and agree to act in this capacity.

Dated: Effective as of January 1, 2012

REGISTERED AGENT GROUP, LLC

By: KCC

Print Name: Kerey Carpenter

Title: Manager

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