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## FLORIDA PROFIT/NON PROFIT CORPORATION

Vitalisera Corp.

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**ARTICLES OF INCORPORATION  
OF THE  
VITALISERA CORP.**

**ARTICLE ONE**

**Name**

The name of the corporation shall be Vitalisera Corp.

**ARTICLE TWO**

**Perpetual Duration**

The corporation shall have perpetual duration.

**ARTICLE THREE**

**Corporation Not for Profit and Charitable Purposes**

The corporation shall be a corporation not for profit under the provisions of Florida law. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To acquire or receive from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, device, appointment, or otherwise, cash securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof sole for the charitable purposes hereof;

(b) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

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(c) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devices to the corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(d) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the world and other areas served by the corporation;

(e) To engage in charitable functions and activities, not inconsistent with its purposes, as set forth in these Articles of Incorporation, to develop and coordinate the philanthropic resources for the world, and to promote and improve philanthropy in communities served by the corporation by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of those communities; and

(f) To perform all other acts necessary or incident to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Florida law (within and subject to the limitation of Section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE FOUR**

### **Publicly Supported Tax-Exempt Community Foundation**

The corporation shall be a corporation not for profit and shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay members, directors, officers, trustees or others reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that it would disqualify it for tax exemption to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities prohibited to be carried on:

(i) By the corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under Section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under Section 2522(a)(1) or (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. It is further intended that the corporation shall have the status of a community foundation which is publicly supported

within the meaning of Section 170(b)(1)(A)(vi) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied, and carried out in the accordance with such intent.

## **ARTICLE FIVE**

### **Board of Directors**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a community foundation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code.

## **ARTICLE SIX**

### **Members**

The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

## **ARTICLE SEVEN**

### **Initial Board of Directors**

The initial Board of Directors of the corporation shall consist of two (2) members, whose names and addresses are set forth below. Each member of the Board of Directors shall serve as a director in perpetuity.

<u>Name</u>	<u>Address</u>
Melanie Schierer	3201 Budinger Avenue St. Cloud, Florida 34769
Sarah K. Lovejoy	3201 Budinger Avenue St. Cloud, Florida 34769
Chad Pert	3201 Budinger Avenue St. Cloud, Florida 34769
Mel Pace	3201 Budinger Avenue St. Cloud, Florida 34769

#### **ARTICLE EIGHT**

##### **Dissolution of Corporation**

Upon dissolution of the corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE NINE**

##### **Registered Office and Registered Agent**

The initial registered office of the corporation shall be at 301 East Pine Street, Suite 950, Orlando, Florida 32801. The initial registered agent of the corporation at such address shall be Calandrino Law Firm, P.A.

## **ARTICLE TEN**

### **Principal Office and Mailing Address**

The principal place of business of this corporation shall be 3201 Budinger Avenue, St. Cloud, Florida 34769. The mailing address of this corporation shall be 301 East Pine Street, Suite 950, Orlando, Florida 32801.

## **ARTICLE ELEVEN**

### **Definitions**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, literary, scientific, or medical purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(1) or (2), Section 2055(a)(1) or (2), and Section 2522(a)(1) or (2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United State Internal Revenue Law, and to all regulations issued under such sections and provisions.

## **ARTICLE TWELVE**

### **Limitation of Director Liability**

(a) A director of the corporation shall not be personally liable to the corporation or its members or to any other person for monetary damages for breach of duty of care or other duty as a director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision or failure to act may have occurred, except for liability under the provisions of Section 607.0831 of the Florida Statutes.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation of personal liability provided herein, shall be limited to the full extent permitted by the amended Florida law.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdictions to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

### **ARTICLE THIRTEEN**

#### **Indemnification**

The corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the corporation, to the fullest extent permitted by the Florida Not For Profit Corporation Act. By resolution of the Board of Directors or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their services to the corporation. The corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

### **ARTICLE FOURTEEN**

#### **Incorporator**

The name and address of the Incorporator of the corporation is Thomas S. Dolney, 301 East Pine Street, Suite 950, Orlando, Florida 32801.



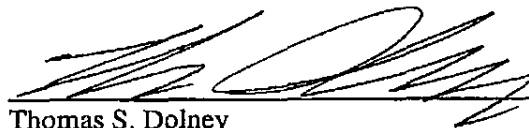
**ARTICLE FIFTEEN****Amendments**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of no less than a majority of the all of the directors then in office.

**ARTICLE SIXTEEN****Effective Date**

Pursuant to §617.0203(1), Florida Statutes, the effective date of organization is March 13, 2012.

**IN WITNESS WHEREOF**, the Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of March, 2012.



Thomas S. Dolney  
Attorney at Law  
Incorporator

STATE OF FLORIDA       )  
                                      ) ss.  
COUNTY OF ORANGE    )

Sworn to or subscribed before me on this March 15, 2012, by Thomas S. Dolney as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.



AMY M. GUY  
MY COMMISSION # EE 143068  
EXPIRES: December 1, 2015  
Bonded Three Budget Notary Services



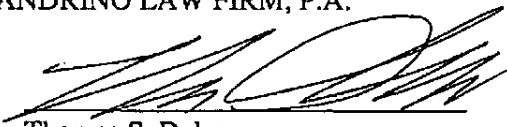
Amy M. Guy  
Notary Public – State of Florida  
My Commission Expires:

### Registered Agent Acceptance

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said corporation.

CALANDRINO LAW FIRM, P.A.

By:

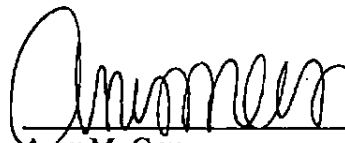
  
Thomas S. Dolney  
For the Firm

STATE OF FLORIDA       }  
                                      } ss.  
COUNTY OF ORANGE    }

Sworn to or subscribed before me on this 15<sup>th</sup> day of March, 2012, by Thomas S. Dolney as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.



AMY M. GUY  
MY COMMISSION # EE 143068  
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Amy M. Guy  
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