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DIVISION OF CORPORATIONS
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Ps 6/12/12

WILSON, GARBER & SMALL

A Professional Association

437 N. MAGNOLIA AVENUE
ORLANDO, FLORIDA 32801-1524

Telephone: (407) 843-4321
Facsimile: (407) 423-1505

June 7, 2012

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Compassion Corner, Inc.
Articles of Incorporation

Dear Sir:

Enclosed is an original and two copies of the Articles of Incorporation regarding the referenced matter. Also enclosed is a check in the amount of \$78.75 as your processing fee.

Please return the certified copy of the Articles to the address on this letterhead.

For notification purposes emails should be sent to John Watts at jwatts@fpco.org.

Very truly yours,



B. Diane Smith, FRP
Paralegal to J. Christy Wilson, III

bds
Enclosures

12 JUN 11 PM 12:55

**ARTICLES OF INCORPORATION
FOR
COMPASSION CORNER, INC.
A FLORIDA NONPROFIT CORPORATION**

Article I - Name

The name of this corporation shall be Compassion Corner, Inc.

Article II - Principal Office

The street address of the initial principal office of the corporation shall be 425 North Magnolia Avenue, Orlando, Florida, 32801. The initial mailing address of the corporation shall be First Presbyterian Church of Orlando, Inc., 106 East Church Street, Orlando, Florida 32801.

Article III - Purpose

1. The specific purpose of this corporation is to provide charitable services to Central Florida under the auspices of the First Presbyterian Church of Orlando, Inc.

2. The general purposes for which this corporation is organized are exclusively charitable purposes within the meaning of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the

corresponding provisions of any future federal tax laws.

Article IV - Powers

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

Article V – Dedication of Assets and Dissolution

1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the corporation or to the benefit of any private individual. When appropriate, the board of directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

Article VI – Board of Directors

1. Except for the initial directors of the corporation, whose names are set forth in Section 2, below, the directors of this corporation shall be elected and appointed annually from the membership of the active session of the First Presbyterian Church of Orlando (EPC). The corporation shall never have less than three (3) directors.

2. The names and addresses of the initial directors of the corporation are as follows:

Scott Anderton
1216 Alexandra Court
Orlando, Florida 32804

Kevin Taylor
3544 Golfview Boulevard
Orlando, Florida 32804

Reverend Case Thorpe
106 E. Church Street
Orlando, Florida 32801

Article VII - Initial Officers

The initial officers of this corporation are as follows:

President

Scott Anderton
1216 Alexandra Court
Orlando, Florida 32804

Vice President

Haley Bronson
2047 Companero Avenue
Orlando, Florida 32804

Secretary

Rich Magee
1016 Brookvilla Avenue
Orlando, Florida 32806

Treasurer

Kevin Taylor
3544 Golfview Boulevard
Orlando, Florida 32804

Article VIII - Registered Agent

The name and address of the corporation's initial registered agent is as follows:

John Watts
First Presbyterian Church of Orlando
106 E. Church Street
Orlando, Florida 32801

Article IX - Incorporator

The name and address of the incorporator of the corporation is as follows:

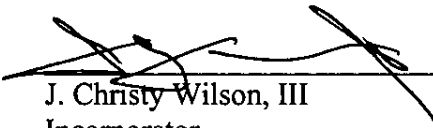
J. Christy Wilson, III
Wilson, Garber & Small, P.A.
437 North Magnolia Avenue
Orlando, Florida 32801

Article X – Indemnification

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the corporation, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such

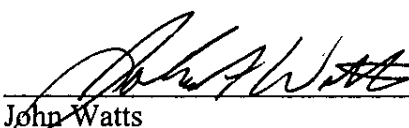
person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this the 7 day of June, 2012, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


J. Christy Wilson, III
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Compassion Corner, Inc. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.


John Watts
Registered Agent

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