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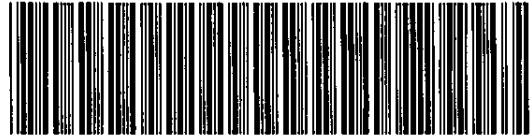
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: **DIANE L. ESSER MEMORIAL FOUNDATION, INC.**
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **Courtney E. Cox**

Name (Printed or typed)

P.O. Box 16161

Address

Tallahassee, FL 32317

City, State & Zip

850-893-2085

Daytime Telephone number

DLEsserMemorial@att.net

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE DIANE L. ESSER MEMORIAL FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to Section 617 of the Florida Not For Profit Corporation Act, does hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I
NAME

The name of the Corporation shall be THE DIANE L. ESSER MEMORIAL FOUNDATION, INC.

ARTICLE II
DURATION

The term of existence of the Corporation shall be perpetual. The corporate existence of the Corporation will commence on the filing of these Articles by the Department of State.

ARTICLE III
EXEMPT STATUS

The Corporation is organized exclusively for charitable, scientific and educational purposes and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not For Profit Corporation Act. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV
NONPROFIT PURPOSE

The purposes for which the Corporation is formed are charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended including but not limited to: charitable, scientific, or educational purposes provided such purposes are substantially related to support services for people affected by breast cancer and to the support of education, research, detection, prevention and treatment or study of breast cancer. To these ends, the Corporation shall be authorized to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or

intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose 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 laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for pecuniary profit or financial gain. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Florida Not For Profit Corporation Act.

ARTICLE V

SCOPE OF ACTIVITY

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VI

PROHIBITED ACTIVITIES

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE VII

PLACE OF OPERATION

The operations of the Corporation are to be conducted principally in the County of Leon, Florida.

ARTICLE VIII

PRINCIPAL OFFICE

The address of the corporation's principal office is 11355 Turkey Roost Road, Tallahassee, FL 32317.

ARTICLE IX

ADDRESS FOR NOTICE

The address to which the Secretary of State shall mail a copy of any notice required by law is 11355 Turkey Roost Road, Tallahassee, FL 32317.

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TALLAHASSEE, FLORIDA

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

The Corporation designates Laura J. Cox as resident agent of the corporation and 11355 Turkey Roost Road, Tallahassee, FL 32317 as the address of the registered office of the Corporation.

ARTICLE XI
INCORPORATOR

The name and place of residence of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Courtney E. Cox	11355 Turkey Roost Road, Tallahassee, FL 32317

ARTICLE XII
DIRECTORS

The powers of the corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under, the direction of a Board of Directors comprised of not less than five (5) nor more than nine (9) members.

ARTICLE XIII
ELECTION OF DIRECTORS

The initial Board of Directors shall be as elected by the Incorporator. Thereafter, the directors of the Corporation shall be elected by the Board of Directors annually. The directors elected may include some or all of the existing directors.

ARTICLE XIV
MEMBERSHIP

The Corporation shall not have stock or members.

ARTICLE XV
DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or directors of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not For Profit Corporation Act of Florida, shall be distributed into the Institute for Business and Home Safety, a 501 (c)(3) organization, or if such entity is no longer in operation or is no longer qualified as a 501 (c)(3) organization, shall be distributed as directed by the Directors of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of

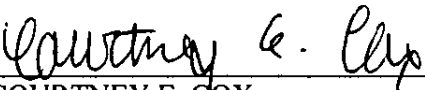
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carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XVI
INDEMNIFICATION AND IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, I have subscribed my name this 13th day of December, 2012.



COURTNEY E. COX
Incorporator

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing Articles of Incorporation were acknowledged before me on the 13th day of December, 2012, by COURTNEY E. COX.



Notary Public – State of Florida



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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: The Diane L. Esser Memorial Foundation, Inc.
2. The name and address of the corporation's registered agent and office are as follows:

Laura J. Cox
11355 Turkey Roost Rd.
Tallahassee, Florida 32317

The Diane L. Esser Memorial Foundation, Inc.

By: Courtney E. Cox
Courtney E. Cox
Incorporator

Date: December 13, 2012

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: [Signature]
Laura J. Cox

Date: December 13, 2012

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