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SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/23
8

MARY JANE HENDERSON

Attorney at Law

Licensed in Florida and Alabama

April 19, 2013

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Friends of the "Babe" James Center, Inc., along with a check in the amount of \$87.50 for the filing fee.

Please file these Articles and return a certified copy and a certificate of status to my office as Registered Agent.

If you need anything further or have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "MJ Henderson", with a long, sweeping horizontal line extending to the right.

Mary Jane Henderson

MJH:net

Encl.

Cc: Dr. Lionel Long

ARTICLES OF INCORPORATION
of
FRIENDS OF THE "BABE" JAMES CENTER, INC.

The undersigned, a citizen of the United States and desiring to form a Non-Profit Corporation under the Non-Profit laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE - NAME: The name of the corporation shall be **FRIENDS OF THE "BABE" JAMES CENTER, INC.**

ARTICLE TWO – PRINCIPAL OFFICE: The place where the principal office of the corporation is to be located is:

201 North Myrtle Avenue, New Smyrna Beach, Volusia County, Florida.

The mailing address of the principal office is:

Post Office Box 2324, New Smyrna Beach, Florida, 32170

ARTICLE THREE - PURPOSE: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including in such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOUR – INITIAL DIRECTORS: The number of persons constituting the first board of directors is three. The names and addresses of the persons who are the initial directors of the Corporation are:

Lionel Long, PhD, 49 Fairgreen Circle, New Smyrna Beach, FL 32168

Sharon Adams, 2700 North Peninsula Avenue, Unit 224, New Smyrna Beach, FL 32169

Robert Brown, 1407 North Peninsula Avenue, New Smyrna Beach, FL 32169

The total number of directors the Corporation may have, which shall be no less than three, and the manner in which they are to be elected or appointed shall be stated in the corporate bylaws.

ARTICLE FIVE – INCORPORATOR: The name and address of the incorporator is:

Lionel Long, PhD, 49 Fairgreen Circle, New Smyrna Beach, FL 32168

ARTICLE SIX – LIMITATIONS OF CORPORATE POWERS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, 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. Notwithstanding any other provision of these 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, or the corresponding section of any further federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any further federal tax code.

ARTICLE SEVEN – DISTRIBUTION OF ASSETS UPON DISSOLUTION: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT – RESIDENT AGENT: The name and street address of the Corporation's initial registered agent is:

Mary Jane Henderson, Attorney at Law, 409 South Orange Street, New Smyrna Beach, Florida, 32168.

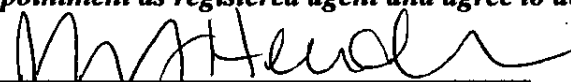
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statutes Section 817.155.


Incorporator Lionel D. Long, PhD

4.19.13
Date

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SECRETARY OF STATE
JANUARY 13
STATE OF FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent Mary Jane Henderson

4.19.13
Date