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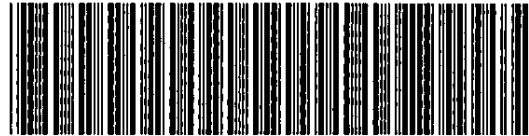
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ROBERT B. BENNETT
WARREN K. SPONSER *
GWEN G. JACOBS
DAVID W. ADAMS +
JENNIFER A. SIMON

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

JOHN F. WENDEL
OF COUNSEL

TAMPA
ATLANTA
LAKELAND
FORT MYERS

JAN S. STOUT
ADMINISTRATOR

ERIN L. CENTRONE
KAREN E. FERGUSON
ZACHARY J. GLASER
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JANELLE G. KOREN
CHAD M. SWEETING

October 14, 2013
Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: Keith "Wheat" Elms Foundation, Inc. - General Corporate File
SBJA File No.: 2013-13373

Ladies and Gentlemen:

Enclosed please find the following documents:

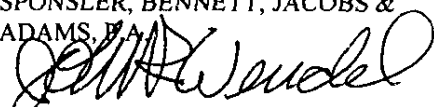
1. Original and one copy of the Articles of Incorporation of Keith "Wheat" Elms Foundation, Inc., and
2. A check for \$78.75 payable to "Division of Corporations".

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSER, BENNETT, JACOBS &
ADAMS, P.A.


John F. Wendel

JFW:jad/A54BBA1D29C66326
enclosures

cc: Daniel B. Elms (with enclosure)
David R. Ramos, CPA (with enclosure)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813.272.1400 • FAX: 888.844.4703
ATLANTA 1230 PEACHTREE STREET, NE, SUITE 1900 • ATLANTA, GA 30308 • PHONE: 404.942.2550 • FAX: 404.942.2551
LAKELAND 336 WEST HIGHLAND DRIVE • SUITE 4 • LAKELAND, FLORIDA 33813 • PHONE: 863.644.9911 • FAX: 863.644.9904
FORT MYERS 13180 NORTH CLEVELAND AVENUE, SUITE 321 • NORTH FORT MYERS, FLORIDA 33903 • PHONE: 239.656.8617 • FAX: 239.656.8618

WWW.SPONSERBENNETT.COM

**ARTICLES OF INCORPORATION
OF
KEITH "WHEAT" ELMS FOUNDATION, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **KEITH "WHEAT" ELMS FOUNDATION, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on October 15, 2013.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 1252 Stratton Drive, Lakeland, Florida 33813

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to provide assistance, benefits, care, equipment, facilities, medical and other necessary services, and transportation to paraplegics and to quadriplegics to increase their mobility, to facilitate their care and treatment, and to expand their rehabilitation potential; to aid paraplegics and quadriplegics by improving their living conditions and their quality of life by providing education to them and to their care givers in matters pertaining to daily living requirements, personal hygiene, nutritious diets, classes, and other informational sessions to benefit and increase their health and living conditions; and to apply for grants from governmental agencies, public charities, private foundations, and other persons and entities to achieve the purposes of the corporation. Appropriate meetings, seminars, training courses, and other activities designed to achieve the purposes of the corporation shall be offered by the corporation to paraplegics and quadriplegics and their family members and other care givers. Additionally, the corporation may raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property to be used exclusively for any one or more of the lawful purposes of the corporation within the meaning of Section 501(c)(3) of the

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FBI PALM SPRING

The corporation shall have no members whatsoever.

The business and property of the corporation shall be managed solely and exclusively by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. All of the directors of the corporation shall be elected by the board of directors of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VIII.
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

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CLERK OF CIRCUIT COURT
IN FLORIDA
JANICE L. FLORIDA

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

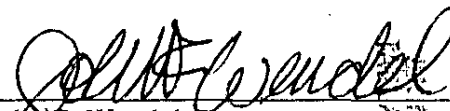
**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 14th day of October, 2013.


John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **KEITH "WHEAT" ELMS FOUNDATION, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 14th day of October, 2013.


John F. Wendel, Registered Agent