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FLORIDA PROFIT/NON PROFIT CORPORATION

Breast Friends of Florida, Inc.

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July 30, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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Division of Corporations

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**ARTICLES OF INCORPORATION
FOR
BREAST FRIENDS OF FLORIDA, INC.**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Breast Friends of Florida, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The Corporation is organized and shall be operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code"); to engage in activities related to the aforementioned purpose; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes the Corporation seeks to ensure that no woman goes through cancer alone, and to be a unique resource for women, their family, friends, co-workers and community minimizing the fear and isolation of cancer.

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ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 1103 Hibiscus Blvd., Suite 306, Melbourne, Florida 32901.

ARTICLE V

The name and address of the initial registered agent is: Gary B. Frese, Esq., 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the procedures stated in the By-Laws, but shall never be less than three (3), nor more than fifteen (15), the exact number to be determined in accordance with the By-Laws. The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Sherry Palmer
103 East Avenue C
Melbourne, Florida 32901

Noretta Huff
470 Pine Needles Court
Melbourne, Florida 32940

Theresa Williams
112 Lansing Island Drive
Indian Harbour Beach, Florida 32937

Kristl Cook
226 Foremost Drive, NW
Palm Bay, Florida 32907

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ARTICLE VII

The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

Sherry Palmer - President
103 East Avenue C
Melbourne, Florida 32901

Noretta Huff - Vice-President
470 Pine Needles Court
Melbourne, Florida 32940

Theresa Williams - Secretary
112 Lansing Island Drive
Indian Harbour Beach, Florida 32937

Kristi Cook - Treasurer
226 Foremost Drive, NW
Palm Bay, Florida 32907

ARTICLE VIII

The name and address of the initial incorporator shall be Gary B. Frese, Esq., 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE IX

The Corporation shall have no members.

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ARTICLE X

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 III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, 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 future 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 future federal tax code.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, described in Section 501(c)(3) of the Internal Revenue Code, or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine. 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 and for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 29th day of July, 2014.


GARY B. FRESE

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



GARY B. FRESE
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **GARY B. FRESE** to me known to be the person described in the foregoing Articles of Incorporation or who produced a *Florida Driver's License* as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 29th day of July, 2014.




Notary Public

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