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8/22/14

Mark B. MacLean

Attorney at Law
2033 Flesher Avenue
JACKSONVILLE, FLORIDA 32207
TELEPHONE (904) 399-2829
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MEMBER FLORIDA AND GEORGIA BARS

August 12, 2014

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

Re: **VOLUNTEERS FOR SMILES, INC.**
A NON-PROFIT CORPORATION

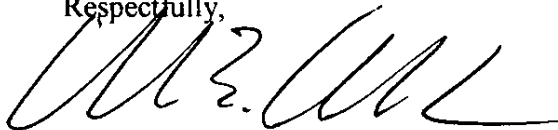
Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation for the above-referenced corporation, together with our check, #3595, in the amount of \$78.75 made payable to Florida Department of State for the filing fees and certified copy.

Should you have any questions or concerns, please do not hesitate to call our office or contact mbmesqasst@aol.com.

Thank you in advance for your prompt attention to this matter.

Respectfully,



Mark B. MacLean

Enclosures

**ARTICLES OF INCORPORATION
OF
VOLUNTEERS FOR SMILES, INC.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: **VOLUNTEERS FOR SMILES, INC.**

ARTICLE II -PRINCIPAL OFFICE

The address of the principal office of this corporation is: 2727 DuPont Avenue, Jacksonville, Florida 32217.

ARTICLE III – PURPOSE OF THE CORPORATION

The specific purpose(s) for which the corporation is organized is (are):

To establish, maintain and operate a free emergency dental clinic for the working poor residing in Columbia County, Florida. Notwithstanding any other provisions of these Articles, the purposes for which the organization is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the By-Laws of the Corporation.

ARTICLE V – DIRECTORS

The number of initial directors of this corporation are two(2). Their name(s) and address(es) is (are) as follows:

William G. Mercer
2727 DuPont Avenue
Jacksonville, Florida 32217

Dr. Jerry Cheesman
1141 S.E. Peacock Terrace
Lake City, Florida 32025.

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ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation is (are):

Mark B. MacLean, Esq.
2033 Flesher Avenue
Jacksonville, Florida 32207

ARTICLE VII – INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

William G. Mercer
2727 DuPont Avenue
Jacksonville, Florida 32217.

ARTICLE VIII – TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set for the by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and

agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XII – DISSOLUTION

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed and 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 the corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Any additional provisions for the operation of the corporation are as follows:

ARTICLE XIII – LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by Section 501(h) of the Internal Revenue Code), and this 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, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIV – PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XV – COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: August 4, 2014

William G. Mercer
William G. Mercer, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

**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:

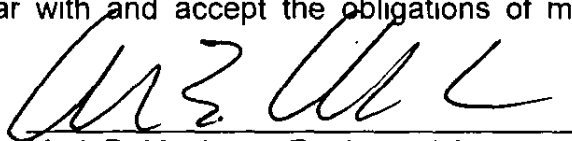
VOLUNTEERS FOR SMILES, INC.

The name and address of the registered agent and office is:

Mark B. MacLean, Esq.
2033 Flesher Avenue
Jacksonville, Florida 32207

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.

Dated: August 8, 2014


Mark B. MacLean, Registered Agent