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Fee & Jeffries, P.A. 8132290046 >> SP SP Fax Ident

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FLORIDA PROFIT/NON PROFIT CORPORATION**Lillian Bay Foundation, Inc.**

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
LILLIAN BAY FOUNDATION, INC.
(A corporation not-for-profit)**

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
Name and Address

The name of the corporation shall be Lillian Bay Foundation, Inc. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 260 1st Avenue S., Suite 200 (Box 32), Saint Petersburg, Florida 33701.

ARTICLE II
Term

This Corporation shall have perpetual existence.

ARTICLE III
Purposes

A. General Purposes.

1. The Corporation has been formed to provide financial and other assistance to the families of children with vascular malformations and other birth defects, raise awareness, and provide guidance in navigating the limited access to experts and funding for treatment of disfiguring and life threatening birthmarks.

2. The Corporation shall be authorized to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of the purpose set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

B. Restrictions.

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other

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source, shall be used and applied exclusively for religious, charitable or educational purposes, and no part of the assets, income or profit of the Corporation shall be distributed to or enure to the personal benefit of any member of the Corporation or to any other individual; provided, however that reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; no substantial part of the Corporation's activities shall consist of attempting to influence legislation by propaganda or otherwise; and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV
Membership

The Corporation shall have no members other than the persons elected or appointed from time to time as members of the Board of Directors who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock, nonprofit corporation.

ARTICLE V
Incorporation

The name and address of the incorporator of this Corporation is as follows:

Kathryn Krejci
1227 N. Franklin Street
Tampa, FL 33602

ARTICLE VI
Registered Agent

The name of the initial registered agent of the Corporation is David M. Jeffries, whose office is located at 1227 N. Franklin Street, Tampa, FL 33602

ARTICLE VII
Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number

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of initial directors of the Corporation shall be five (5), provided, that such number may be changed from time to time by an amendment to the Corporation's Bylaws duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

ARTICLE VIII
Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. The Bylaws, as so adopted, may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE IX
Amendments

Upon proper notice, these Articles of Incorporation may be further amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE X
Dedication of Assets

The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever enure to the benefit of any director, officer, or any other private individual.

ARTICLE XI
Initial Directors

There shall be five (5) directors constituting the Corporation's initial Board of Directors. The name and address of each person who is to serve as an initial director are:

Brad Beatty
260 1st Ave S.
Suite 200 (Box 32)
Saint Petersburg, FL, 33701

Madison Beatty
260 1st Ave S.
Suite 200 (Box 32)
Saint Petersburg, FL, 33701

Nichelle Kiehl
260 1st Ave S.
Suite 200 (Box 32)
Saint Petersburg, FL, 33701

Jason Winslow
260 1st Ave S.
Suite 200 (Box 32)
Saint Petersburg, FL, 33701

Todd Jendro
260 1st Ave S.
Suite 200 (Box 32)
Saint Petersburg, FL, 33701

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Distribution of Assets

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusively public purposes.

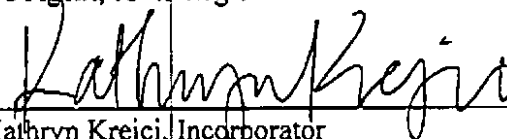
ARTICLE XIII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

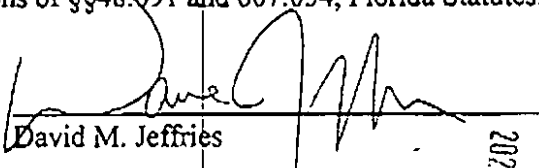
CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.034, Florida Statutes, Lillian Bay Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1227 N. Franklin Street, Tampa, FL 33602, the business office of its Registered Agent, as its Registered Office.


Kathryn Krejci, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 607.034, Florida Statutes.


David M. Jeffries

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JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TAMPA, FLORIDA