

N960000000359

LAW OFFICES
DONALD W. WEIDNER
PROFESSIONAL ASSOCIATION

ALEX D. HAPKIN
DEANNE LUCAN
DONNA J. TOPSNEY
DONALD W. WEIDNER
ROBERT L. WORTELBOER

1001 CENTURION PARKWAY NORTH, SUITE 100
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0800
FACSIMILE (904) 641-0700

MARIA KASSAVITIS,
ADMINISTRATOR

January 9, 1996

Attention: New Filings (Non Profit Corporation)
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
2-7-96

Re: Filing of Articles of Incorporation for Kayaking For Cancer, Inc.
Client Number: 95373

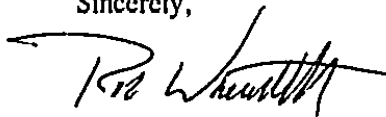
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-01/17/96--01089--005
***122.50 ***122.50

Dear Division of Corporations:

Please find enclosed an original the Kayaking For Cancer, Inc. Articles of Incorporation and a check in the amount of \$122.50 made payable to "Secretary of State". Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,



Robert L. Wortelboer, Esquire

FILED
96 FEB -9 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC: Rusty Huseman
D:\WP60\DOCS\95373\SECSTATE.LTR

JAN 22 1996 BSB

LAW OFFICES
DONALD W. WEIDNER
PROFESSIONAL ASSOCIATION

ALEX D. BARKER
BLAINE LUTAN
KENNA J. TORRNEY
DONALD W. WEIDNER
ROBERT L. WORTELBOER

10161 CENTURION PARKWAY NORTH, SUITE 100
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0000
FACSIMILE (904) 641-0700

MARIA KANNAVITIS,
ADMINISTRATOR

February 7, 1996

Attention: New Filings (Non Profit Corporation)- BRENDA BAKER

Brenda Baker
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

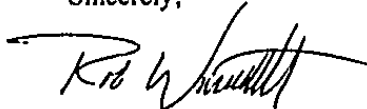
Re: Filing of Articles of Incorporation for Kayaking For Cancer, Inc.
Client Number: 95373

Dear Brenda:

As we discussed today, please find enclosed our original restated **Kayaking For Cancer, Inc.** Articles of Incorporation. I appreciate your attention and cooperation in helping us properly file said document. Please file the enclosed Articles and return all correspondence regarding this matter to the above entitled firm to my attention.

Thanks again for your cooperation.

Sincerely,



Robert L. Wortelboer, Esquire

ARTICLES OF INCORPORATION
OF
KAYAKING FOR CANCER, INC.

FILED

96 FEB -9 PM 12:31

CLERK, DEPT. OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a non-profit corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I.
NAME

EFFECTIVE DATE

2-7-96

SECTION 1.1. Name. The name of this corporation is Kayaking For Cancer, Inc. and the address is 10161 Centurion Parkway North, Suite 191, Jacksonville, Florida, 32256.

ARTICLE II.
DURATION

SECTION 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III.
PURPOSE

SECTION 3.1. Purposes. This corporation is organized for the sole and specific purpose of raising money to promote awareness, research and prevention of cancer.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV. CAPITAL STOCK

SECTION 4.1. Membership. The corporation shall have no corporate stock and shall be composed of members rather than shareholders.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

SECTION 5.1. Name and Address. The street address of the initial registered office of this corporation is Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256 and the name of the initial registered agent of this corporation at that address is Robert L. Wortelboer, Esquire.

ARTICLE VI. DIRECTORS

SECTION 6.1. Number. This corporation shall have seven (7) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The manner of selection of directors shall be as provided in the bylaws.

SECTION 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this corporation are:

Name

Brent Ayala

Address

**2541 Michaelson Way
Jacksonville, FL 32223**

Virgil Brackmann

**3907 Jullington Creek Road
Jacksonville, FL 32223**

Rusty Huseman

**4399 Battlecreek Court West
Jacksonville, FL 32258**

Brian Joyce

**6292 Harbor Bend
Margate, FL 33063**

Rev. Dale Kaster

**4562 Bannon's Walk Ct.
Jacksonville, FL 32258**

Chuck O'Lessker

**1853 Melrose Plantation Drive
Jacksonville, FL 32223**

Don Weidner

**4065 Shady Creek Lane
Jacksonville, FL 32223**

SECTION 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to the directors for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

SECTION 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VII.
BYLAWS**

SECTION 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Any, alteration, amendment or repeal from time to time by the board of directors shall be in accordance with the bylaws.

**ARTICLE VIII.
INCORPORATOR**

SECTION 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Robert L. Wortelboer, Esquire
Don Weidner, P.A.
10161 Centurion Parkway North
Suite 190
Jacksonville, Florida, 32256.

**ARTICLE IX.
AMENDMENT**

SECTION 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation at any regular or special meeting of the board of directors by a majority vote of the board of directors present and voting, provided: (1) notice of the proposed amendment has been given to the board; and (2) a majority of the board of directors is present and voting.

**ARTICLE X.
DISSOLUTION**

SECTION 10.1. Dissolution. The corporation may be dissolved at anytime at any regular or special meeting of the board of directors by an affirmative vote of not less than (3/4) provided: (1) notice of the proposed dissolution has been given to the board; and (2) a majority of the board of directors is present and voting.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of February, 1996.



Robert L. Wortelboer, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by Robert L. Wortelboer, this 7th day of February, 1996.



Notary Public, State of Florida
at Large.

My Commission Expires:



CRYSTAL H RINGER
My Commission CC420024
Expires Oct. 08, 1999

FILED

96 FEB -9 PM 12:31

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In pursuance of Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Kayaking for Cancer, Inc., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named Robert L. Wortelboer, Esquire at Donald W. Weldner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, FL, 32256 its agent to accept service of process within this State.


Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: 

Robert L. Wortelboer, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by Robert L. Wortelboer, Esquire this 7th day of February, 1996.


Notary Public
State of Florida At Large

My commission expires



CRYSTAL H. RINER
My Commission CC499934
Expires Oct. 08, 1999

ACCEPTANCE

I hereby agree to act as registered agent for Kayaking for Cancer, Inc., as stated in the Articles of Incorporation of said Corporation.

A handwritten signature in black ink, appearing to read 'R. Wortelboer', written over a horizontal line.

Robert L. Wortelboer, Esquire as registered
agent for Kayaking for Cancer, Inc.

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N96000000359

LAW OFFICES
WEIDNER & WORTELBOER

JEANETTE H. CORIS
DONALD W. WEIDNER
ROBERT L. WORTELBOER

10161 CENTURION PARKWAY NORTH, SUITE 100
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0004
FACSIMILE (904) 641-0760

FILED
97 JAN 13 AM 9:15
SECRETARY
CRYSTAL H. HINER
ADMINISTRATOR
TALLAHASSEE, FLORIDA

January 10, 1997

Personal & Confidential
Via Regular U.S. Mail

Division of Corporation
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

300002056853--8
-01/14/97--01082--019
*****35.00 *****35.00

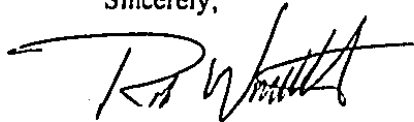
Re: Filing Amended Articles of Incorporation for Kayaking For
Cancer, Inc.
Document Number: N96000000359

Dear Division of Corporation:

Please find enclosed the above entitled document for filing and our check in the
amount of (\$35) thirty-five dollars for said filing.

Thank you for your prompt attention to this matter.

Sincerely,



Robert L. Wortelboer, Esquire

DAWP60DOCS\95373\SECSTATE.AMD

Amend

VS JAN 22 1997

AMENDED ARTICLES OF INCORPORATION
OF
KAYAKING FOR CANCER, INC.

FILED
97 JAN 13 AM 9:16
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

Pursuant to Article IX, Section 9.1 of the Articles of Incorporation and Chapter 617s Florida Statutes, KAYAKING FOR CANCER, INC., a Florida Not For Profit Corporation, hereinafter referred to as the "Corporation", files these Articles of Amendment.

1. Article III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

ARTICLE III.
PURPOSE

SECTION 3.1. Purposes. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, which include the raising of money to promote awareness, research and prevention of cancer through the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 3.2 Political Activity No substantial part of the activities of 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 any candidate for public office.

SECTION 3.3 Non-Exempt Activity Notwithstanding any other provision of these Articles of Incorporation, Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. Article VI, Section 6.3 of the Articles of Incorporation of the Corporation shall be amended to read as follows:

SECTION 6.3. Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation persons, provided however, no part of the net earnings of Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Corporation's Board of Directors 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 the purpose clause hereof.

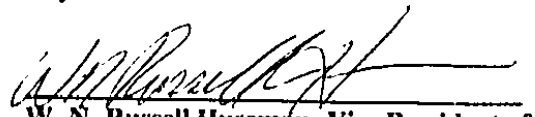
3. Article XI, Section 6.4 is deleted.

4. A new Article X, Section 10.2 shall be added to the Articles of Incorporation of Corporation as follows:

SECTION 10.2 Disbursement of Assets Upon Dissolution Upon the dissolution of 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

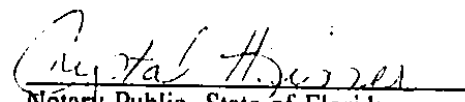
This Corporation does not currently have any members. Therefore, in accordance with Section 617.1006, Florida Statutes, Article IX, Section 9.1 of the Articles of Incorporation the foregoing Amendments to the Articles of Incorporation of the Corporation was duly adopted and approved by the Board of Directors of Corporation on January 10, 1997.

IN WITNESS WHEREOF, the Vice President of the Corporation has executed these Articles of Amendment as of the 10th day of January, 1997.


W. N. Russell Huseman, Vice President of
Kayaking For Cancer, Inc.

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by W. N. Russell Huseman, Vice President of Kayaking For Cancer, Inc. this 10th day of January, 1997.


Notary Public, State of Florida
at Large.

My Commission Expires:

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CRYSTAL H. RINIER
My Commission CC499934
Expires Oct 08, 1999