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REPLY TO:

Orlando

June 13, 1996

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

600001872266
-06/24/96--01010--029
****122.50 ****122.50

Re: Humane Society of Central Florida/Florida Society for the Prevention of Cruelty to
Animals, Inc.; The Harmony Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above
referenced companies:

1. The executed Articles of Incorporation;
2. Copies of the executed Articles of Incorporation to be certified and returned and;
3. Two checks in the amount of \$122.50 each to cover filing fees and certified copies.

Thank you for your assistance in this matter. Should you have any questions or comments,
please contact me at the above number.

Sincerely,

M. Deborah Fricke
Corporate Legal Assistant

:mdf
Enclosures

2. REGISTER JUN 19 1996

ARTICLES OF INCORPORATION
OF
THE HARMONY FOUNDATION, INC.

93 JUN 17 PM 9:41
S. S.
TALL: ...
... FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

THE HARMONY FOUNDATION, INC.

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, literary, educational and scientific purposes, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

The Corporation is dedicated to the education of the human-animal bond to encourage the humane development of relations between animals, children and the elderly.

No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its directors, officers or other private persons.

ARTICLE III
TERM OF EXISTENCE

95 JUN 17 AM 9:42
SEC. STATE
TALLAH. FLORIDA

This corporation shall commence existence as of the date these articles are filed with the Secretary of State, and shall exist perpetually.

ARTICLE IV
INCORPORATOR

The name and address of the subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
J.P. Carolan, III	390 North Orange Avenue Suite 1490 Orlando, FL 32801

ARTICLE V
OFFICERS

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time in the bylaws. An officer or director may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the bylaws.

ARTICLE VI
DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number and manner in which they are to be elected to be determined in accordance with the provisions of the bylaws.

The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Martha Eastman Lentz	651 Bryn Mawr Street Orlando, FL 32804
Carole Smock	651 Bryn Mawr Street Orlando, FL 32804
James L. Lentz	651 Bryn Mawr Street Orlando, FL 32804

ARTICLE VII

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the corporation.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of the corporation, after no less than fifteen (15) days prior written notice to all Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Neither the directors nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any director or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax

laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE X

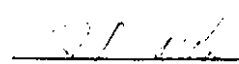
DISSOLUTION

Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation 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.

ARTICLE XI - Initial Principal Office; Initial Registered Office and Agent

The street address and the mailing address of the initial principal office of the corporation is 11 Bryn Mawr Street, Orlando, Florida 32804. The street address of the initial registered office shall be 390 North Orange Avenue, Suite 1490, Orlando, Florida 32801 and the initial registered agent at that address is J.P. Carolan, III.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 13th day of June, 1996.



J.P. Carolan, III

STATE OF FLORIDA

COUNTY OF ORANGE

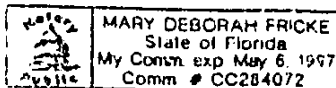
The foregoing instrument was acknowledged before me this 13th day of June, 1996, by J.P. Carolan, III.

[Signature]
NOTARY SIGNATURE

MARY DEBORAH FRICKE
NOTARY NAME PRINTED

Notary Public

My Commission Expires: May 6, 1997



CONSENT OF REGISTERED AGENT

J.P. Carolan, III, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of The Harmony Foundation, Inc., a Florida corporation not for profit, and agrees to maintain the registered office and accept process according to law.

DATED this 13th day of June, 1996.

[Signature]
J.P. Carolan, III