

198000001058

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 3:09

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

100002403621--1
-01/16/98-01108-001
***131.25 ***131.25

SUBJECT: THE SHAWN ELLIOTT TRANSPLANT MEMORIAL FOUNDATION, INC.
(Proposed corporate name - must include suffix)

MELVIN J. MALLET & ASSOCIATES, P.C.

En Certified Public Accountants
189 Lyons Park Avenue
Mobile, Alabama 36604
Phone - (334) 432-3386
Fax - (334) 433-1663

& Certificate

Jo Anna Mallet-Ferguson, CPA

& Certified Copy

Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JANET E. BROWN
Name (Printed or typed)

5649 TREVINO DRIVE
Address

MILTON, FLORIDA 32570 904/983-8881
City, State & Zip

850-626-2152
Daytime Telephone number

789, 626, 8295, 255, 1550
2/198 - 1372
GAVE
AUTHORIZATION BY PHONE TO
CORRECT arts, 2/4/98
DATE 2/23/98
DOC. EXAM Dawn Brown

NOTE: Please provide the original and one copy of the articles.

D. BROWN FEB 23 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 21, 1998

JANET E. BROWN
5649 TREVINO DRIVE
MILTON, FL 32570

SUBJECT: THE SHAWN ELLIOTT TRANSPLANT MEMORIAL FOUNDATION, INC.
Ref. Number: W98000001372

We have received your document for THE SHAWN ELLIOTT TRANSPLANT MEMORIAL FOUNDATION, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 598A00003167

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**ARTICLES OF INCORPORATION OF
THE SHAWN ELLIOTT TRANSPLANT MEMORIAL FOUNDATION, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE ONE

The name of the Corporation shall be The Shawn Elliott Transplant Memorial Foundation, Inc.

ARTICLE TWO

The place in this state where the principal office of the Corporation is to be located is 5649 Trevino Drive - Milton, Florida 32570. The name of the initial registered agent at that address is Janet E. Brown.

ARTICLE THREE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOUR

The Board of Directors for the Corporation were selected during the organization of the corporation. The Board of Directors are as follows:

| | |
|----------------|--------------------------------------|
| Janet E. Brown | 5649 Trevino Dr. Milton, FL 32570 |
|----------------|--------------------------------------|

| | |
|-------------------|----------------------------------|
| Clarence L. Brown | 400 Easter St. Pace, FL 32571 |
|-------------------|----------------------------------|

| | |
|------------------|-------------------------------------|
| Misty M. Meadows | 101 Pully St. Havelock, NC 28532 |
|------------------|-------------------------------------|

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED IS AS STATED IN THE BY-LAWS.

The President was appointed by the Board of Directors. The President is:

| | |
|----------------|--------------------------------------|
| Janet E. Brown | 5649 Trevino Dr. Milton, FL 32570 |
|----------------|--------------------------------------|

ARTICLE FIVE

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 Third 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

ARTICLE SIX

The name and address of the incorporator shall be:

| | |
|----------------|---|
| Janet E. Brown | 5649 Trevino Drive Milton, FL. 32570 |
|----------------|---|

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.

"Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE SEVEN

Upon the dissolution of the 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 the 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 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 for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

10th In witness whereof, I have hereunto subscribed my name this
day of January, 1998.

I UNDERSTAND AND ACCEPT THE DUTIES AS REGISTERED AGENT
FOR THE ABOVE MENTIONED CORPORATION.

Janet E. Brown

Janet E. Brown, Incorporator / Registered Agent

This instrument was prepared by:

NAME MELVIN J. MALLET

ADDRESS 189 LYONS PARK AVE

MOBILE, ALABAMA 36604-1518

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