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AUTHORIZATION :

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ORDER DATE : June 19, 1998

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ORDER NO. : 863137-005

CUSTOMER NO: 5801A

CUSTOMER: Ms. Michele Alaniz  
PAVESE GARNER HAVERFIELD  
DALTON HARRISON & JENSEN

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1833 Hendry Street  
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: LEE COUNTY BREASTFEEDING  
TASK FORCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 AM 9:45

RECEIVED  
98 JUN 19 PM 4:08  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION  
OF  
LEE COUNTY BREASTFEEDING TASK FORCE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 AM 9:45

I, the undersigned, acting as incorporator of LEE COUNTY BREASTFEEDING TASK FORCE, INC., a non-profit corporation under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation (hereinafter called Corporation) is LEE COUNTY BREASTFEEDING TASK FORCE, INC.

**ARTICLE II  
TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be c/o Lee County Health Department, WIC Program, 2951 Palm Beach, Fort Myers, Florida 33916, and the mailing address of the Corporation shall be the same.

**ARTICLE IV  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporations 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.

In particular, the purpose of the Corporation shall be to advance the awareness and practice of breastfeeding in the Southwest Florida community.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any 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 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 corresponding section of any future Federal tax code.)

#### ARTICLE V MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be as regulated in the bylaws.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Lee County Health Department, WIC Program, 2951 Palm Beach, Fort Myers, 33916, County of Lee, State of Florida. The name of its initial registered agent at that address is Janice M. Miller.

#### ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of four (4) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than three (3).

(a) TERMS OF OFFICE. Directors will generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Tom Vertich	Vertich Insurance Agency 1400 Colonial Boulevard, Suite 255 Fort Myers, FL 33907
Jeffery Peck, D.C.	12720 Chardon Court Fort Myers, FL 33912
Jane A. Daniel, M.D.	6306 Corporate Court, S.W. Fort Myers, FL 33919
Mary Vlasak Snell	Pavese, Garner, Haverfield, Dalton Harrison & Jensen, L.L.P. 1833 Hendry Street Fort Myers, FL 33901

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

**ARTICLE VIII**  
**OFFICERS**

The Association will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by membership vote for a term of two (2) years. The names of the officers who are to serve until the first election are:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
Janice Miller	President	WIC Program 2951 Palm Beach Fort Myers, FL 33916
Vicki Vertich	Vice-President	Lee Memorial Health System P. O. Box 2218 Fort Myers, FL 33902
Maria Richter	Membership Vice-President	406 Highland Avenue Lehigh Acres, FL 33972
Tina Peck	Secretary	WIC Program 2951 Palm Beach Fort Myers, FL 33916
Elaine Leeman	Treasurer	3992 Blenheim Street Fort Myers, FL 33919

**ARTICLE IX**  
**BASIS UNDER WHICH CORPORATION IS ORGANIZED**

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X  
BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI  
AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

ARTICLE XII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 502(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 a State or local government, for a public purpose.

ARTICLE XIII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

Janice Miller  
WIC Program  
2951 Palm Beach  
Fort Myers, FL 33916

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these Articles of Incorporation this 5 day of June, 1998.

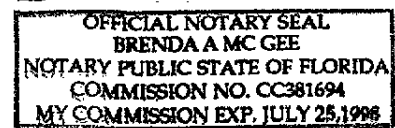
  
\_\_\_\_\_  
JANICE MILLER, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared JANICE MILLER, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 5<sup>th</sup> day of June, 1998.

Brenda A. McGee  
Notary Public, State of Florida  
Print Name: Brenda A. McGee  
My Commission number is:  
My Commission expires:



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

First--That LEE COUNTY BREASTFEEDING TASK FORCE, INC. desiring to  
organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named JANICE M.  
MILLER, located at WIC Program, 2951 Palm Beach, City of Fort Myers, 33916, County of Lee,  
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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

By: 

Janice M. Miller, Resident Agent

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98 JUN 19 AM 9:45