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LAWGROUP<sup>SM</sup>  
A PROFESSIONAL ASSOCIATION

ATTORNEYS-AT-LAW

LAURA A. OLSON  
DAVID C. BEARDEN  
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112 SOUTH MAGNOLIA AVENUE  
TAMPA, FLORIDA 33606  
TELEPHONE: (813) 253-3073  
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\*BOARD CERTIFIED CRIMINAL TRIAL ATTORNEY

July 20, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

100002596801--6  
-07/23/98--01083--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: P.A.A.L., Inc

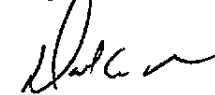
Gentlemen and Ladies:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certificate	\$ <u>8.75</u>
Total Due	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



David C. Bearden, Esq.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
PEDIATRIC AIDS ADVOCATES LEAGUE, INC.**

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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We, the undersigned, with other persons being desirous of forming a Corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby certify:

**ARTICLE I  
NAME**

The name of the corporation shall be PEDIATRIC AIDS ADVOCATES LEAGUE, INC. Its principal office shall be in the City of Tampa, County of Hillsborough and State of Florida.

**ARTICLE II  
PURPOSE**

The general nature of the objects and purpose of the Corporation shall be as follows:

Section 1: The Corporation is organized exclusively for charitable purpose, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Section 3: 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 any candidate for public office.

Section 4: 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 of 1954 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

**ARTICLE III  
QUALIFICATION OF MEMBERS**

The membership of the Corporation shall consist of all persons hereinafter named as subscribers and such other persons who shall make application to the Secretary and who shall be accepted by majority vote of the Board of Directors.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**  
**SUBSCRIBERS**

The names and residences of the subscribers and incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pamela P. Wilkerson	2814 Parkland Blvd. Tampa, FL 33609

**ARTICLE VI**  
**OFFICERS**

Section 1: The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected by the Board of Directors at the first regular meeting of the Board of Directors after the annual meeting of the Corporation or as soon thereafter as may be convenient.

Section 2: The names of the persons who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Pamela P. Wilkerson	President
Clairice McCallister	Vice-President
Gayla Russell	Secretary/Treasure

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. This Corporation shall have a minimum of three Directors initially. The numbers of Directors may be increased from time to time by the By-Laws, but shall never be less than three.

Section 2: Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3: The names and address of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Pamela P. Wilkerson	2814 Parkland Blvd. Tampa, FL 33609
Clarice McAllister	561 Riviera Drive, Tampa, FL 33606
Gayla Russell	35 David Blvd., Tampa, FL 33606
Patricia Emanuel, M.D.	One Davis Blvd., Suite 401, Tampa, FL 33606
Nancy Crane	1405 Swann Avenue, Tampa, FL 33606
Guy King III	2904 Bayshore Court., W., Tampa, FL 33611
Vertyle Moss	2565 Ensley Road, Brooksville, FL. 34609
Robert T. Zegota	442 W. Kennedy Blvd., Suite 200, Tampa, FL 33606
Becky Gibbs	2901 Swann Avenue, Tamoa, FL 33609
Kris Millrose	17 Davis Boulevard, #308, Tampa, FL 33606
Mark Smith, M.D.	3103 W. Chapin Avenue, Tampa, FL 33611
David C. Bearden, Esq.	112 South Magnolia Avenue, Tampa, FL 33606

#### **ARTICLE VIII AMENDMENTS**

Section 1: These Articles of Incorporation may be amended at a special meeting of the Board of Directors, providing a one (1) month notice of the meeting is given and two-thirds of the Directors present vote in favor of the amendment.

Section 2: These articles may also be amended by any regular meeting of the Board of Directors, providing a one (1) month notice is given and two-thirds of the Directors vote in favor of the amendment.

#### **ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is:

2814 Parkland Blvd., Tampa, FL 33609

The name and address of the Registered Agent of this Corporation is:

David C. Bearden, Esq.  
112 South Magnolia Avenue  
Tampa, FL 33606

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

#### **ARTICLE X MEETINGS**

Section 1: Corporation. The annual meeting of the Corporation for the election of the Board of Directors and to conduct such other business as appropriate shall be held on a day and at a place specified in accordance with the By-Laws. Special meetings of the Corporation may be called as provided in the By-Laws. A quorum of at least of the voting membership shall be required except the Board of Directors may increase the percentage required for a quorum.

Section 2: Board of Directors. Regular monthly meetings of the Board of Directors shall be held at a time and place designated by resolution of the Board of Directors. Special meetings may be held as provided for in the By-Laws. A majority of the Board of Directors shall constitute a quorum for the holding of meetings. The Board of Directors shall elect the Corporation Officers at the first regular meeting of the Board of Directors after the annual meeting of the Corporation.

#### **ARTICLE XI BY-LAWS**

Section 1: The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by the vote or written assent of a majority of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE XII DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Hillsborough County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, this 20 day of July, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Pamela P. Wilkerson  
Pamela P. Wilkerson


STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Pamela P. Wilkerson, to me known to be the person described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed to these ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State first above written this 20 day of July, 1998.

David C. Bearden  
Notary Public, State of Florida  
My Commission Expires:

DAVID C. BEARDEN  
COMMISSION # CC 520342  
EXPIRES DEC 20, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.



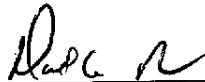
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes section 48.091, the following is submitted:

That 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 Tampa, County of Hillsborough, State of Florida, has named David C. Bearden, Esq., as its Registered Agent and its Registered Office is at 112 South Magnolia Avenue, Tampa, FL 33606, to accept services of process within this State.

ACKNOWLEDGMENT

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



\_\_\_\_\_  
David C. Bearden, Esq.  
Registered Agent

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