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HANNAH'S BUDDIES, INC., AN ANDREW'S BUDDIES CHAPTER

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1998

HILL, WARD & HENDERSON, P.A. II

SUBJECT: HANNAH'S BUDDIES, INC., AN ANDREW'S BUDDIES CHAPTER
REF: W98000018253

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Michelle Milligan
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HANNAH'S BUDDIES, INC., AN ANDREW'S BUDDIES CHAPTER

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

HANNAH'S BUDDIES, INC., AN ANDREW'S BUDDIES CHAPTER

The address of this corporation shall be:

Post Office Box 14457, Tampa, Florida 33690

or such other address as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The purposes for which this corporation is exclusively organized and operated are (1) to promote education of the public about the disease spinal muscular atrophy and (2) to promote research and development of medical strategies and techniques to treat, cure, and eliminate this disease. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be

Prepared by: Timothy A. Hunt, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
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distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee 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.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

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ARTICLE VI

Incorporators

The name and address of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Duncan Elliott	719 South Orleans Avenue, Tampa FL 33606
Laurie Elliott	719 South Orleans Avenue, Tampa FL 33606
Leigh F. Hunt	705 South Fielding Avenue, Tampa FL 33606

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

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ARTICLE VIII

Registered Office and Registered Agent

The name of the corporation's initial registered agent is: Timothy A. Hunt
and the street address of the corporation's initial registered office is:

101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE IX

Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the trustees of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE X

Amendment of Articles of Incorporation

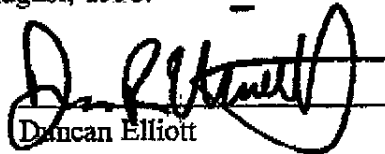
These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions,

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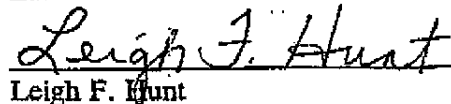
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limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 10th day of August, 1998.


Duncan Elliott


Laurie Elliott


Leigh F. Hunt

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 
Timothy A. Hunt

Date: 8.10.98

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TALLAHASSEE, FLORIDA