

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Touching Hands
Foundation, Inc.

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Signature

Requested by:

Cher 8-28 959

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R. Purinton

AUG 28 1998

**ARTICLES OF INCORPORATION
OF
TOUCHING HANDS FOUNDATION, INC.**

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The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
Name and Initial Address**

The name of this corporation is TOUCHING HANDS FOUNDATION, INC. and the initial address of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

**ARTICLE II
Not For Profit**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the funds of the Corporation or any net earnings therefrom shall inure to the benefit of any director, officer of the Corporation, or any private person (except that (a) corporate funds may be expended to carry out the charitable purposes of the Corporation, and (b) reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an exempt organization under Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1986, as amended, as it now exists or is hereafter amended.

**ARTICLE III
Duration**

The duration of the Corporation is perpetual.

**ARTICLE IV
Purposes**

The Corporation is organized and shall be operated exclusively for the following purposes:

1. to provide funds for Baptist Health Care Systems of Florida;
2. to make other contributions to benefit other organizations that qualify under 501(c)(3) or 170(c) of the Internal Revenue Code; and
3. for any other lawful purpose not for pecuniary profit and not prohibited by the laws of the State of Florida or of the United States.

ARTICLE V Capital Stock

This Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI Initial Board of Directors

This Corporation shall have three (3) directors initially. The directors shall be appointed as provided for in the By-Laws of the Corporation. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors (along with the period of their respective initial terms, commencing upon the date of filing these Articles of Incorporation) of the Corporation are:

Name	Address	Term
KEENAN W. McCARDELL	1402 Forest Brook Sugarland, TX 77479	3 Years
NICOLE R. McCARDELL	1402 Forest Brook Sugarland, TX 77479	3 Years
CLEVE WARREN	c/o The Players Group 9250 Bay Meadows Blvd. Suite 220 Jacksonville, FL 32256	3 Years

ARTICLE VII Administrative

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, 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 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.

Notwithstanding any other provision of the 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

On dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

ARTICLE VIII
Meetings

The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

ARTICLE IX
**Designation of Registered Agent
and Registered Office**

The initial registered agent of the Corporation shall be Roi E. Baugher, II, and the initial registered office of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

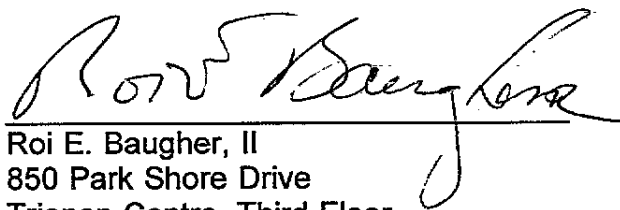
ARTICLE X
Incorporator

The name and address of the person signing these Articles is Roi E. Baugher, II, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

ARTICLE XI
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of AUGUST, 1998.



Roi E. Baugher, II
850 Park Shore Drive
Trianon Centre, Third Floor
Naples, Florida 34103

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ROI E. BAUGHER, II, who is known to me and known by me to as the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. An oath was not administered.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 27th day of August, 1998.

J. J. Nackley
Signature of Notary Public - State of Florida
Jennifer J. Nackley
Typed or Printed Name of Notary

Commission No. _____
My Commission Expires: _____



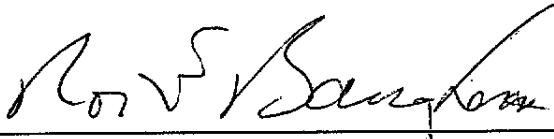
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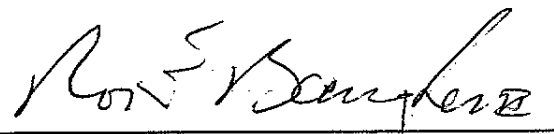
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Section:

FIRST, that TOUCHING HANDS FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Naples, Collier County, Florida, has named ROI E. BAUGHER, II, located at 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103, as its Agent to accept service of process within this State.


ROI E. BAUGHER, II, Incorporator

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROI E. BAUGHER, II, Resident Agent