

DAWSON, GALANT & SULIK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW
320 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

CARL D. DAWSON
LUKE G. GALANT
JOHN J. SULIK
ALLEN L. POUCHER, JR.

TELEPHONE (904) 355-5305
TELEFAX (904) 358-7642
E-Mail: dgs@leading.net

November 6, 1998

N98000007015

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

200002685452--9
-11/12/98--01028--022
*****78.75 *****78.75

Re: "My Last Wish" Project, Inc.
Dear Division of Corporations:

Enclosed herewith please find the original and one copy of Articles of Incorporation for "My Last Wish" Project, Inc., together with our firm's check in the amount of \$78.75 for filing fees and certification. Please file these Articles and return the file-stamped copy and certification to this office.

Thank you in advance for your cooperation and courtesies in this matter..

Sincerely,



Allen L. Poucher, Jr.

ALP/rkp
Encl.

FILED
98 DEC 11 AM 11:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W 98000002577
00789
00703
ajc
12/11 02550



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 16, 1998

ALLEN L. POUCHER, JR.
DAWSON, GALANT & SULIK
320 E. ADAMS ST.
JACKSONVILLE, FL 32202

SUBJECT: "MY LAST WISH" PROJECT, INC.
Ref. Number: W98000025777

We have received your document for "MY LAST WISH" PROJECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article four states there will be five director(s), whereas none is/are listed.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 198A00055087

ARTICLES OF INCORPORATION

of

The "My Last Wish" Project, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 DEC 11 AM 11:05

FILED

Article I Name and Address

The name of the Corporation is "My Last Wish" Project, Inc. The principal office and mailing address is 4760 Seaboard Avenue, Jacksonville, Florida, 32210-7940.

Article II Duration

The duration of the Corporation is perpetual.

Article III Purposes

The Corporation is organized to fulfill educational and charitable purposes as defined by the Section 501 (c) (3) of the Internal Revenue Code, with emphasis on Activity Code Numbers 179 ("other health services"), 560 ("supplying money, goods or services to the poor") and 575 ("services for the aged").

The "My Last Wish" Project, Inc. is formed to assist dying adults, with limited financial or social resources, to complete "unfinished business," including reunion, reconciliation and restitution. The Board, officers, staff and volunteers facilitate fulfillment of "last wishes."

This is a not-for-profit corporation in which neither the directors or members shall receive any financial gain whatsoever.

Article IV Directors

The number of Directors constituting the initial Board of Directors is five. They are:

Ann Cramer	4275 Timuquana Road	Jacksonville, FL 32210
Steve Crosby	853 Mikail Street	Jacksonville, FL 32205
Beverly Knight	1959 Leonard Circle	Jacksonville, FL 32209
Dennis F. Shaw	4760 Seaboard Avenue	Jacksonville, FL 32210
Scott Simpson	200 Riverside Avenue	Jacksonville, FL 32205

New members are elected annually from a slate of candidates prepared by Nominating Committee of the Board. The maximum number of Directors is twelve. The term of office is two years. No Director may serve more than three consecutive terms.

Article V Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

1. That no director or member of this corporation shall be compensated in any way.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for employees or for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be 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 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(a)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article VI Duration

1. This corporation shall exist in perpetuity.
2. Dissolution: Upon the dissolution of the corporation, assets shall be distributed for on 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, or 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 the Court shall determine which are organized and operated exclusively for such purposes.

Article VII Initial Registered Agent

The name and mailing address of the initial registered agent of the Corporation is Allen L. Poucher, Jr., Esquire, 320 West Adams Street, Jacksonville, Florida, 32202.

Article VIII Incorporator

The name and mailing address of the Incorporator is Dennis F. Shaw, 4760 Seaboard Avenue, Jacksonville, Florida, 32210-7940.

Dennis F. Shaw
(Signature) Dennis F. Shaw, Incorporator

12/14/98
Date

STATE OF FLORIDA
COUNTY OF DUVAL

12/14/98 The foregoing instrument was acknowledged before me this 10th day of December 1998, by Dennis F. Shaw, on behalf of the Corporation. He is personally known to me or has produced Florida Driver's License as identification.

Susan L. Bennett
Signature of Notary Public

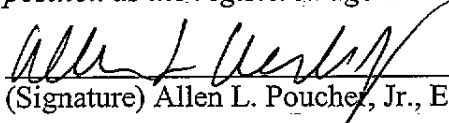
Susan L. Bennett
Printed Name of Notary Public

My Commission Expires:



Susan L. Bennett
MY COMMISSION # CC535919 EXPIRES
May 29, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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 the registered agent.


(Signature) Allen L. Pouchet, Jr., Esquire


Date

98 DEC 11 AM 11:05
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA