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ACCOUNT NO. : 072100000032

REFERENCE : 180695 7113701

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 180695-005

CUSTOMER NO: 7113701

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-03/24/99--01047--014

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: William E. Doyle, Esq  
WILLIAM E. DOYLE, P.A.  
WILLIAM E. DOYLE, P.A.  
Suite 2600  
1301 Riverplace Blvd  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: HEARTBEAT 911, 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: Tamara Odom

625-626  
W99-7134

EXAMINER'S INITIALS:

3/26/99

FILED  
STATE  
SECRETARY OF  
99 MAR 24 PM 1:25

DIVISION OF CORPORATION

99 MAR 24 AM 11:20

03/26/99



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 24 PM 1:25

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 24, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HEARTBEAT 911, INC.  
Ref. Number: W99000007134

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for HEARTBEAT 911, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 199A00014870

DIVISION OF CORPORATIONS

99 MAR 26 AM 11:20

**ARTICLES OF INCORPORATION**

**OF**

**HEARTBEAT 911, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 24 PM 1:25

The undersigned do hereby associate for the purpose of becoming a corporation not for profit pursuant to the "Florida Not For Profit Corporation Act", Florida Statutes Chapter 617, and do hereby certify that the following Articles of Incorporation have been adopted:

**ARTICLE I**

The names of the corporation is the Heartbeat 911, Inc.

**ARTICLE II**

This corporation shall have perpetual existence and its existence shall commence on the date which these articles are subscribed and acknowledge.

**ARTICLE III**

The purpose of this organization is to comply with Internal Revenue Code Section 501(c)(3) as an organization organized to engage in the following activities:

- a. To work in cooperation with private and governmental agencies concerned with the protection of innocent human life from the time of fertilization until natural death;
- b. To contribute to and sponsor various recognized charitable organizations in fighting abortion;

- c. To advance the study of the problems of abortion, and by evoking attention to these problems on the part of others and by means of such research and educational methods as may be engendered. To conduct seminars, international conferences, and research into educational methods; to organize discussion and conferences, study groups, and publications; and to use other lawful, appropriate, and genuine means for the attainment of these purposes;
- d. To further by clinical study, laboratory research, publication, and teaching the knowledge of abortion and the application of such knowledge to the prevention of abortion;
- e. To assist pregnant individuals to become effective parents by providing classes on child development, training in appropriate disciplinary techniques and community resources for additional assistance.
- f. To provide counseling for pregnant individuals on coping with the difficulties of pregnancy;
- g. To provide career and educational counseling to assist pregnant individuals in completing their educations and in securing a job which will be satisfying and allow them to be self supporting;
- h. To provide adoption counseling to pregnant individuals who may choose adoption as an alternative to parenting;
- i. To provide day care for the children while the parents attend school or

job training;

- j. To provide education to teenagers to help prevent unwanted pregnancies.
- k. To receive and maintain a fund or funds or real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.
- l. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, 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, 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.

- m. The 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- n. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- o. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- p. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws.
- q. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- r. Notwithstanding any other provision of this certificate, 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 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

- s. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.
- t. To solicit, collect and otherwise raise money and to expend, disburse, and dispose of the same all for the purpose of accomplishing the aforementioned purposes;
- u. It is intended that this corporation qualify for an corporation not-for-profit pursuant to Section 617 of the Florida Statutes, specifically known as and to comport with the Florida Not-For-Profit Corporation Act, and it is intended that this organization be exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

#### ARTICLE IV

This corporation is organized upon a non-stock basis and shall not issue shares of stock, but rather membership of such corporation will be evidenced by a certificate of membership which shall contain the statement, printed primarily upon the face of the certificate, that the corporation is a not-for-profit corporation. No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors, or officers. Such corporation may pay compensation of a reasonable amount to its members, directors, and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income. Further the qualifications for members and the manner of their admission will be as that stated and is regulated by the by-laws of this corporation.

#### ARTICLE V

(a) The street address of the initial registered office of this corporation is 1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida 32207, and the name of the initial resident agent of this corporation at that address is William E. Doyle.

(b) The principal office address and mailing address of this corporation is 1465 County Road, #210 West, Jacksonville, Florida 32259.



## ARTICLE VI

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by majority vote of the directors then elected, but shall never be less than three (3). The name and address of the first Board of Directors who, subject to the provisions of these Article of incorporation, the By-laws of this corporation and the laws of the State of Florida, shall hold office until, the first meeting of members and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death, is as follows:

<u>Name</u>	<u>Address</u>
Rev. H.W. Parker	2714 Jewel Road, Jacksonville, FL 32216-6320
Toni Dix	1545 Flanders Road, #202, Jacksonville, FL 32217
Tina L. Townsend	1465 County Road, #210 West, Jacksonville, FL 32259

## ARTICLE VII

The name and street address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
William E. Doyle, Esquire	1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida 32207

## ARTICLE VIII

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers, agent and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such

manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Director. Any two or more offices may be held by the same person.

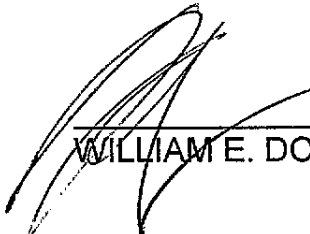
#### ARTICLE XI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on members herein are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 24th day of March, 1999, Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files, in the office of the Secretary of State, State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.

  
\_\_\_\_\_  
WILLIAM E. DOYLE

TATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, personally appeared William E. Doyle to me well known and known to me to be the individual described in and who executed the foregoing Article of Incorporation, and acknowledges before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 15th day of March, A.D.  
1999.

  
Notary Public State of Florida at Large  
My Commission Expires:



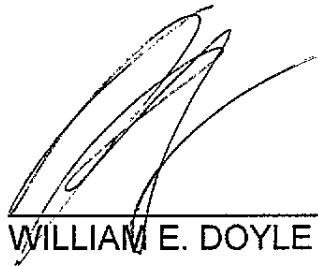
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
SERVICE OF PROCESS MAY BE SERVED.**

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Pursuant to Chapter 48.091, Florida Statutes, Heartbeat 911, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of DUVAL, State of Florida, has named William E. Doyle located at 1301 Riverplace Blvd., Suite 2600, Jacksonville, FL 32207, as its resident agent to accept service of process within this state.

**ACKNOWLEDGMENT**

The undersigned 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 my office open.



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WILLIAM E. DOYLE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 24 PM 1:26