



THE UNITED STATES  
CORPORATION  
COMPANY

199000003145

ACCOUNT NO. : 072100000032

REFERENCE : 245701 4352702

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : May 19, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 245701-005

800002879808--2

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: HEART WITH WINGS, INC.

EFFECTIVE DATE:

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: James Guy

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 19 PM 3:43

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99 MAY 11 PM 12:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/20/99  
[Signature]

3



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 19, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HEART WITH WINGS, INC.  
Ref. Number: W99000011785

We have received your document for HEART WITH WINGS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

PLEASE CORRECT THE SPELLING OF "SUSAN" IN ARTICLE V.

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) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 899A00027878

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99 MAY 20 AM 11:31  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**

Please give original  
submission date as file date.

**Statement by the Former Director and Shareholder of  
Heart With Wings, Inc.,  
a Florida corporation**

The undersigned, Janet Guttridge, is the only former director and shareholder of Heart With Wings, Inc., a Florida corporation that was administratively dissolved in October 1998 for failure to file an annual report. The corporation does not plan to reinstate, and the undersigned authorizes Susan Barrett Hecker to incorporate a new nonprofit corporation using the name Heart With Wings, Inc. The undersigned will be the first director of the new nonprofit corporation using the name Heart With Wings, Inc.

Dated the 17<sup>th</sup> day of May 1999

  
Janet Guttridge

ARTICLES OF INCORPORATION  
OF  
HEART WITH WINGS, INC.  
(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I, hereby make, adopt and subscribe the following Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

Heart With Wings, Inc.

The principal address and the mailing address of the corporation shall be:

1722 S. Lakeshore Dr.  
Sarasota, Florida 34231

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TALLAHASSEE, FLORIDA

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, and specifically for the relief of human suffering, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board

of directors such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **III. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the bylaws.

### **CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

### **IV. BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

### **V. REGISTERED OFFICE**

The street address of the initial registered office of the corporation is Williams Parker Harrison Dietz & Getzen 200 S. Orange Avenue, Sarasota Florida 34236 and the name of the initial registered agent of this corporation at that address is SusanBarrett Hecker.

**VI.  
INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is as follows:  
Susan Barrett Hecker, 200 S. Orange Avenue Sarasota, Florida 34236.

**VII.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**VIII.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**IX.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of May 1999.

  
\_\_\_\_\_  
Susan Barrett Hecker

## ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of Heart With Wings, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Susan Barrett Hecker  
Registered Agent

SBH-355588.1

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TALLAHASSEE, FLORIDA