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JOHN K. VREELAND
TED W. WEEKS, III
A. H. LANE (RETIRED)

November 16, 1999

Office of the Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314-6327

EFFECTIVE DATE
11-16-99

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-11/18/99--01052--001
*****87.50 *****87.50

Re: THE KIMBERLY FOUNDATION, INC.
File No.: K305-46677

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for THE KIMBERLY FOUNDATION, INC. and certify and return the two copies of the Articles of Incorporation. Our client's check in the amount of \$87.50 is enclosed to cover the cost of filing, \$35.00, two certified copies @ \$8.75 each, \$17.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,



Christopher M. Fear

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 18 PM 12:26

FILED

CMF/sf
Enclosures
cc: James Laudon
46677.SOS

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. BOX 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310

EFFECTIVE DATE
11-16-99

**ARTICLES OF INCORPORATION
OF
THE KIMBERLY FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Corporation Not for Profit

The undersigned, for the purposes of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be The Kimberly Foundation, Inc..

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1055 Rollingwoods Lane, Lakeland, FL 33813, and the mailing address of this corporation is 1055 Rollingwoods Lane, Lakeland, FL 33813.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - CORPORATE PURPOSES

This corporation is formed for the following purposes:

(a) to provide financial, medical, and other material assistance to meet the needs of young children and teenagers who have terminal diseases and whose families have financial hardships;

(b) to provide education and counseling to families with young children and teenagers with terminal diseases;

(c) to assemble health care professionals to provide volunteer services to young children and teenagers who have terminal diseases;

(d) to provide such other services as are related to or arise out of providing the above services; and

(e) to provide such other services and meet such other needs as are consistent with the activities carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law).

ARTICLE V - LIMITATIONS

The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers or other private persons, but 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 in Article III hereof. The corporation shall not carry on any activity not permitted to be carried on

by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue law); or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE VI - DISSOLUTION

Upon the dissolution of the corporation, no member, director, or private person, corporate or individual, or other private interest shall be entitled to any distribution of its remaining funds and other property. The balance of such funds and property shall, after the payment of all debts and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States Internal Revenue law), as shall be provided by the Board of Directors.

ARTICLE VII - DISTRIBUTION OF INCOME

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 Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law).

This corporation shall not:

- (a) engage in any act of Self Dealing as defined in Section 4941(d) of the

Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law);

(b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law);

(c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law); or

(d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any United States Internal Revenue Law).

ARTICLE VIII - INITIAL REGISTERED OFFICE

AND RESIDENT AGENT

The street address of the initial registered office of the corporation is 1055 Rollingwoods Lane, Lakeland, FL 33813, and the name of its initial registered agent at that address is James Laudon.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of the corporation is James Laudon, 1055 Rollingwoods Lane, Lakeland, FL 33813.

ARTICLE X - MEMBERS

The sole and exclusive member of this corporation is James Laudon. The sole member shall be entitled to elect all of the directors of the corporation in accordance

with the provisions of the Bylaws. In the event of the death of James Laudon, if James Laudon specifically designates in his Will a successor member, such successor member shall succeed to all of the rights as the sole member of the corporation. Such successor shall have no right to designate a further successor in his or her Will on the death of such successor. If James Laudon fails to specifically designate in his Will a successor member, or upon the death of the successor if so designated, then there shall no longer be any members, this corporation shall not have members, the directors shall be elected and designated by the then directors and the directors thereafter shall designate successors to the directors, in accordance with the Bylaws.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in its Board of Directors. There shall be four (4) initial Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. The name and address of each initial Director of the corporation is as follows:

James Laudon
1055 Rollingwoods Lane
Lakeland, FL 33813

Kenneth Mundy
932 Hollingsworth Road
Lakeland, FL 33801

Jack Sharpe
3911 Polk Avenue
Lakeland, FL 33813

Jerry Speed
5029 Shady Lake Lane
Lakeland, FL 33813

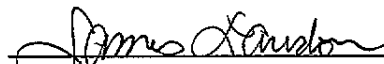
ARTICLE XII - BYLAWS

The Bylaws of the corporation shall be adopted, altered and amended by the sole member. However, when there is no longer a sole member, the Bylaws shall be altered and amended by the Board of Directors.

ARTICLE XIII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them. Amendments to the Articles of Incorporation shall be adopted by the sole member of the corporation; provided, however, at such time as there is no longer a sole member of the corporation, Amendments to the Articles of Incorporation shall be approved by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

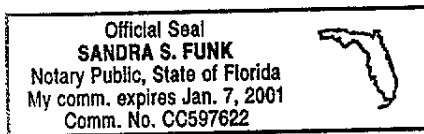
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 16th day of November, 1999.


JAMES LAUDON

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 16th day of November, 1999, by James Laudon, who is personally known to me or who has produced Florida drivers license as identification.

(Affix Notary Seal)



Sandra S. Funk
NOTARY PUBLIC, State at Large

SANDRA S. FUNK
(Type or Print Name of Notary)
My Commission Expires: 1-7-2001

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of The Kimberly Foundation, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 16th day of November, 1999.

James Laudon
JAMES LAUDON
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA