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GLENN K. ALLEN

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GLENN K. ALLEN
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LEGAL ASSISTANTS:
NANCY W. DEMETROS
KIM L. MILLER

December 2, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-12/06/99--01128--003
****122.50 ****78.75

Re: THE RITA FOUNDATION, INC.

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation of THE RITA FOUNDATION, INC. and a check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,



GLENN K. ALLEN

GKA:nw
Enclosures

FILED
99 DEC -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE RITA FOUNDATION, INC.
A CORPORATION NOT-FOR-PROFIT**

FILED
99 DEC -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribe to these Articles for the purpose of forming a corporation with the powers herein specified. All terms used herein shall have the same meaning and definitions as are contained in the Declaration (as herein defined).

ARTICLE I. NAME

The name of this corporation shall be:

THE RITA FOUNDATION, INC.

(hereinafter referred to as the "Foundation").

ARTICLE II. OFFICE

The principal office of the Foundation shall be **8334 Amherst Hills Lane, Jacksonville, Florida 32256**, or such other place as the Board of Directors may designate.

ARTICLE III. REGISTERED AGENT AND OFFICE

Glenn K. Allen, whose address is **353 East Forsyth Street, Jacksonville, Florida 32202**, is hereby appointed the initial registered agent of this Foundation.

**ARTICLE IV. PURPOSE AND POWERS
OF THE FOUNDATION**

A. The purposes and object of the Foundation is to raise money for breast cancer research, awareness, and related patient service programs. A volunteer organization will conduct various events and solicit donations from individuals, companies and organizations. The proceeds of their efforts will be donated to local hospitals, research programs and support groups.

B. The Foundation does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation and the Bylaws of the Foundation.

C. The Foundation shall have the following powers:

1. All of the powers and privileges granted to the corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Foundation, including, without limitation, the power, authority and right to undertake all powers and duties set forth in these Articles and Bylaws as the same may be amended from time to time, the Bylaws being incorporated herein as if set forth in full.

3. The right to fix, levy, collect and enforce payment by any lawful means, all charges or dues to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Foundation.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership shall be as follows:

A. Every person who is interested in breast cancer, breast cancer research and awareness and related patient service programs and who expresses a desire to be involved in the purpose of this Foundation shall be entitled to be a member of this foundation.

ARTICLE VI. BOARD OF DIRECTORS

A. The business affairs of this Foundation shall be managed by the Board of Directors who shall be Members of the Foundation. The number of members of the first Board of Directors shall be five and the initial Board of Directors shall be the subscribers to these Articles.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen are as follows:

Director	Address
Charles R. Jantz	8334 Amherst Hills Lane Jacksonville, FL 32256
Nancy J. Jantz	8334 Amherst Hills Lane Jacksonville, FL 32256

John King

7819 McLaurin Road, North
Jacksonville, FL 32256

Kathy Azzarello

7938 Bishop Lake Road
Jacksonville, FL 32256

Robin Braddock

10043 Chester Lake Road, E.
Jacksonville, FL 32256

Mike Hartley

8278 Persimmon Hill Lane
Jacksonville, FL 32256

ARTICLE VII. OFFICERS

A. The officers of the Foundation shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the direction of the Board of Directors.

B. The officers of this Foundation shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors.

C. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE VIII. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Foundation.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws.

ARTICLE IX. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of a majority of the Foundation.

ARTICLE X. INDEMNITY

Every Director and every officer in the Foundation shall be indemnified by the Foundation against all expenses and liabilities,

including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Foundation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI. NON-PROFIT STATUS

No part of the income of this Foundation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the Court having jurisdiction thereof.

ARTICLE XII. DISSOLUTION

This Foundation may be dissolved by the approval of two-thirds of the votes of the Foundation. Upon dissolution of the Foundation, other than incident to a merger or consolidation, the assets of the Foundation shall be dedicated to an appropriate public charity.

ARTICLE XIII. DURATION

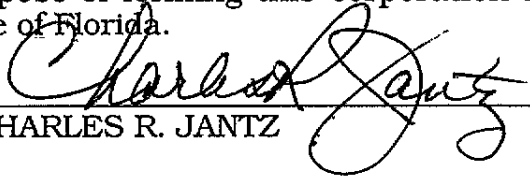
This Foundation shall exist perpetually.

ARTICLE XIV. SUBSCRIBERS

The name and address of the subscriber to these Articles is:

Name	Address
Charles R. Jantz	8334 Amherst Hills Lane Jacksonville, Florida 32256

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 1st day of December, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



CHARLES R. JANTZ

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st
day of December, 1999 by CHARLES R. JANTZ who is
personally known to me or has produced a Florida Drivers License
as identification and who did take an oath.



Nancy W. De Metros
Print Name:
Notary Public, State of Florida
My commission expires:

CERTIFICATE OF REGISTERED AGENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS CAN BE SERVED

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

That THE RITA FOUNDATION, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation, has named GLENN K. ALLEN,
353 East Forsyth Street, Jacksonville, Florida 32202 as its agent to
accept service of process within Florida.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance
of my duties.

Date Signed 12/2/99

Glenn K. Allen
GLENN K. ALLEN
RESIDENT AGENT

99 DEC -6 AM 11:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA