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ACCOUNT NO. : 072100000032

REFERENCE : 564692 6258A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : January 26, 2000

ORDER TIME : 12:56 PM

ORDER NO. : 564692-005

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-01/26/00--01075--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER NO: 6258A

CUSTOMER: Mr. Anthony J. Catalano  
BOND SCHOENECK & KING, P.A.  
BOND SCHOENECK & KING, P.A.  
Suite 404  
4001 Tamiami Trail North  
Naples, FL 34103

FILED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 PM 4:54

DOMESTIC FILING

NAME: THE LUTGERT FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 JAN 26 PM 1:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304  
Catalano

EFFECTIVE DATE

01/25/00

ARTICLES OF INCORPORATION

OF

THE LUTGERT FOUNDATION, INC.

[A Florida Not For Profit Corporation]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 26 PM 4: 54

Article 1. Name

The name of the Corporation is:

The Lutgert Foundation, Inc.

Article 2. Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is 4200 Gulf Shore Boulevard North, Naples, Florida 34103. The initial mailing address of the Corporation is 4200 Gulf Shore Boulevard North, Naples, Florida 34103.

Article 3. Commencement Date

The Corporation's existence shall commence January 25, 2000.

Article 4. Purposes

The purposes for which the Corporation is organized are as follows:

A. To receive and maintain 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, religious, scientific, literary, 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 1986 and Regulations issued pursuant to thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the

Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto 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 the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. 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 assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such

purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article 5. Directors

The method of election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.

Article 6. Members

The Corporation shall have no members.

Article 7. Initial Registered Agent And Office

The street address of the Corporation's initial registered office is 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103. The name of the initial registered agent of the Corporation at that address is Anthony J. Catalano.

Article 8. Incorporator

The name and address of the sole incorporator of the Corporation is as follows:


Anthony J. Catalano

4001 Tamiami Trail North, Suite 404  
Naples, Florida 34103

Article 9. Amendment

The Corporation reserves the right, by the affirmative vote of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

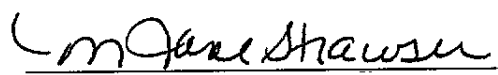
IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on this 25 day of January, 2000.

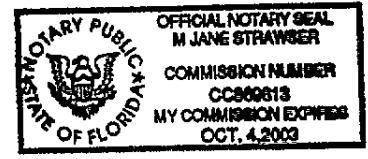
  
\_\_\_\_\_  
Anthony J. Catalano  
Sole Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 PM 4:54

STATE OF FLORIDA        )  
                                  )  
COUNTY OF COLLIER    ) ss.:

The foregoing instrument was acknowledged before me this 25 day of January, 2000 by ANTHONY J. CATALANO, who is personally known to me (or who produced \_\_\_\_\_ as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of The Lutgert Foundation, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 25 day of January, 2000.

  
\_\_\_\_\_  
Anthony J. Catalano  
Registered Agent