

N 00000002167

Sender's Name Kanetta Osburn, Assistant Phone (941) 453-3000

Company GOODMAN & BREEN

Address 3838 TAMiami TRL N STE 300

City NAPLES State FL ZIP 34103

Dept./Floor/Suite/Room

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Morgan Petersen Foundation, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

REC'D MAIL ROOM
STATE
ALBANY, FLORIDA

99 DEC - 7 AM 11:03

FILED

J. Burch DEC 6 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2000

GOODMAN & BREEN
ATTN: DENISE
3838 TAMiami TRAIL N STE 300
NAPLES, FL 34103

SUBJECT: MOREAN PETERSEN FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT P99000106544 corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N00000002167 with the original file date of December 7, 1999.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 500A00018112

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ARTICLES OF INCORPORATION

99 DEC -7 AM 11:03

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOREAN PETERSEN FOUNDATION, INC.

(A Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name, street address of the initial principal office and mailing address of the corporation are:

MOREAN PETERSEN FOUNDATION, INC.

4351 Gulf Shore Blvd, Unit 14 South
Naples, Florida 34103

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE III - PURPOSES

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 health, welfare, scientific, educational, environmental, cultural and other charitable purposes, 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 (without the necessity of the approval of any trustee, custodian or agent), 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).

ARTICLE IV - MEMBERSHIP

Membership to this corporation shall be regulated pursuant to the Bylaws of the corporation.

ARTICLE V - 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 board of directors of the corporation shall be elected as set forth in the Bylaws of the corporation.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members, and until their successors are duly elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Audrey M. Petersen	4351 Gulf Shore Blvd, Unit 14 South Naples, Florida 34103
Alfred D. Petersen	4351 Gulf Shore Blvd, Unit 14 South Naples, Florida 34103
Beth Ann Manning	3618 El Centro St. Petersburg, Florida 33706
Mark A. Petersen	531 3rd St. S.W. Naples, Florida 34117

ARTICLE VI - 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.

ARTICLE VII - 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 (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 Code.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the board of directors at any regular or special meeting of the Board, provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting.

ARTICLE IX - REGISTERED OFFICE

The name and address of the corporation's initial registered agent and office are:

Kenneth D. Goodman
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE X - INCORPORATORS

The name and address of the incorporator are:

Kenneth D. Goodman
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of December, 1999.

Kenneth D. Goodman
Kenneth D. Goodman

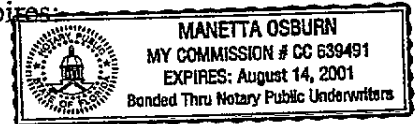
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 6 day of December, 1999, by **Kenneth D. Goodman**, who is personally known to me or has produced a driver's license as identification and who took an oath.

NOTARY PUBLIC:

Sign *Manetta Osburn*

Print MANETTA OSBURN
State of Florida at Large
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Kenneth D. Goodman
Kenneth D. Goodman
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA