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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Carbon Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
CARBON FAMILY FOUNDATION, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is CARBON FAMILY FOUNDATION, INC.
and the street address of the initial principal office of the Corporation is c/o Lynn L. Carbon, 8102 North Sendero de Juana, Tucson, AZ 85718.

ARTICLE II - PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE III - POWERS

3.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or

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purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

3.2 Limitations. The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Trustees, officer of any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

3.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

3.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may be hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

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ARTICLE IV - NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE V - TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI - BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Board of Trustees of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE VII - INITIAL BOARD OF TRUSTEES

The Corporation shall initially have four (4) members of the Board of Trustees to hold office until the first meeting of the members and their successors shall have been duly elected and qualified. The following persons shall constitute the initial Board of Trustees of the Corporation:

Louise H. Carbon - c/o Lynn L. Carbon, 8102 North Sendero de Juana,
Tucson, AZ 85718

Lynn L. Carbon - 8102 North Sendero de Juana, Tucson, AZ 85718

Kirsten Gorell - 7810 North 14th Place, Apt. 2087, Phoenix, AZ 85020

Lisel Gorell - 2421 Broadway, San Diego, CA 92102

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ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

EMO CORPORATE SERVICES, INC. 100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301

ARTICLE IX - INCORPORATOR

The name and address of the undersigned Incorporator is:

<u>Name</u>	<u>Address</u>
Gary L. Rudolf	100 N.E. Third Avenue, Suite 1100 Fort Lauderdale, FL 33301

ARTICLE X - BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI - DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations

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organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law. Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII - GENERAL

(1) The 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 Code, or any corresponding provisions of any future United States Revenue Law.

(2) The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

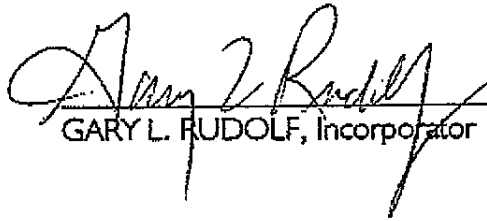
(3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

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(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of April, 2000.


GARY L. RUDOLF, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CARBON FAMILY FOUNDATION, INC., at the place designated in the foregoing Articles of Incorporation, We hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC., Initial
Registered Agent

Dated: April 17, 2000By: Debra H. Chrystie
DEBRA H. CHRYSTIE
Assistant Secretary

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