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To: Division of Corporations
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FLORIDA NON-PROFIT CORPORATION
MICHAELS FAMILY FOUNDATION OF FLORIDA, INC.

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ARTICLES OF INCORPORATION**OF****MICHAELS FAMILY FOUNDATION OF FLORIDA, INC.
(a Florida Corporation Not For Profit)**FILED
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DIVISION OF CORPORATIONS
00 AUG -7 PM 2:50**ARTICLE I**

The name and address of this Corporation is MICHAELS FAMILY FOUNDATION OF FLORIDA, INC., (hereinafter called the "Corporation").

ARTICLE II

The street address of the initial registered office of this Corporation is Naples-Lawdock, Inc., c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is Naples-Lawdock, Inc.

The Corporation's principal office and mailing address are located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious, educational or scientific purpose.

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ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

ARTICLE VII

The Corporation shall have no members.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county 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 IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 in Article IV hereof.

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

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of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(e)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax 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; and,

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

These Articles of incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

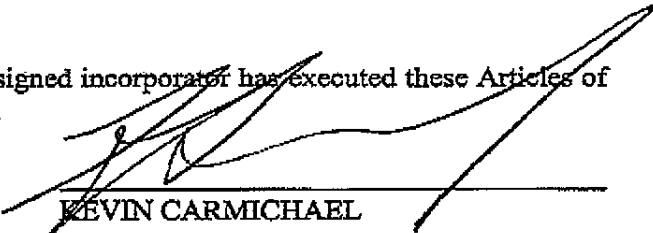
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ARTICLE XII

The street address of the Corporation's registered office in the State of Florida is 4501 Tamiami Trail North, Suite 300, Naples Florida 34013 and the name of its registered agent at such office is Naples-Lawdock, Inc., c/o

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 7 day of August, 2000.



KEVIN CARMICHAEL
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

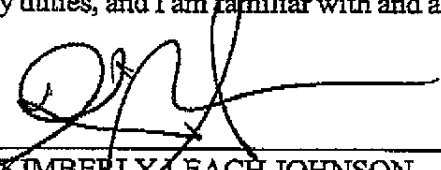
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is MICHAELS FAMILY FOUNDATION OF FLORIDA, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, FL 34103-3060.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



KIMBERLY LEACH JOHNSON,
Secretary
NAPLES-LAWDOCK, INC.
Registered Agent

Date: August 7, 2000

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