

NO1000006171

LAW OFFICES OF ROBERT W. POPE, P. A.

6060 Shore Blvd. So. PH-1

Gulfport, Florida 33707

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Robert W. Pope
AV Rated Trial Attorney

August 24, 2001

Department of State
Corporate Filing Division
State Capital
Tallahassee, Florida 32314

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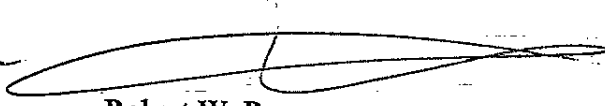
Re: The Robert W. Pope Charitable Foundation, Inc.

Dear Sir/Madam:

Enclose please find the Articles of Incorporation for the above named non-profit corporation for filing. I have enclose my office check for \$70.00 to cover the filing fees.

Thank you for your cooperation.

Sincerely,


Robert W. Pope

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01 AUG 28 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE ROBERT W. POPE CHARITABLE FOUNDATION, INC

A FLORIDA NON PROFIT CORPORATION

ARTICLE ONE

The name of this corporation shall be THE ROBERT W. POPE CHARITABLE FOUNDATION, INC.

ARTICLE TWO

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE

The specific and primary purposes for which this corporation is formed are to operate for the advancement of minorities, whether they be racial minorities, sexual minorities (such as gays, lesbians, bisexuals or transgender persons), physically challenged individuals, religious minorities, and for other charitable purposes, by distribution of its funds for such purposes, and particularly for assistance of individuals, through such avenues as scholarships, grants in-aids, and the support of projects to enhance the spiritual, education and self-esteem of such persons; and to assist groups and organizations whose primary purpose is the enrichment of the lives of individuals.

The general purposes for which this corporation is formed are to operate exclusively for the educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

ARTICLE FOUR

This corporation shall have a perpetual existence.

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TALLAHASSEE, FLORIDA

ARICLE FIVE

The sole class of membership of this corporation shall be its trustees.

The member or members of this corporation shall have no right, title, or interest whatsoever in the corporation's income, property, or assets, nor shall any portion of such income, property, or assets, be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessment.

ARTICLE SIX

The name and residence address of the subscriber of this corporation is as follows:

ROBERT W. POPE 6060 Shore Blvd. So., PH-1
 Gulfport, Florida 33707

ARTICLE SEVEN

This corporation's principal office for the transaction of business shall be located in the County of Pinellas at: 6060 Shore Blvd. So., PH-1, Gulfport, Florida 33707.

The name and address of this corporation's registered agent is ROBERT W. POPE, 6060 Shore Blvd. So., PH-1, Gulfport, Florida 33707.

ARTICLE EIGHT

Board of Trustees: The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be five (5), provided, however, that such number may be changed by a bylaw duly adopted by the members, but shall never be less than three (3) trustees.

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees, which shall be held on Friday, September 14, 2001, at 2:30 p.m., at 6060 Shore Blvd. So., PH-1, Gulfport, Florida 33707, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times here after, shall serve for a term of six (6) years, and until successors in office are duly qualified. Annual meetings shall be held at 2:00 p.m. on the second Friday of September of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificates or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation authorize the trustees to so act. Such a statement shall be prime facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

ROBERT W. POPE	6060 Shore Blvd. So., PH-1 Gulfport, Florida 33707
RICHARD F. WAUGH	737 19 th Avenue North St. Petersburg, Florida 33704
IAN S. GOMEZ	2037 1 st Avenue North St. Petersburg, Florida 33713
LAWRENCE KONRAD	6060 Shore Blvd. So., PH-1 Gulfport, Florida 33707
PHYLLIS HUNT	530 Queens Road Alameda, California 94501

Corporate Officers: The board of trustees shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of the corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

President	ROBERT W. POPE 6060 Shore Blvd. So., PH-1 Gulfport, Florida 33707
Vice-President	RICHARD F. WAUGH 737 19 th Avenue North St. Petersburg, Florida 33704
Treasurer	LAWRENCE KONRAD 6060 Shore Blvd. So., PH-1 Gulfport, Florida 33707
Secretary	IAN S. GOMEZ 2037 First Avenue North St. Petersburg, Florida 33713

ARTICLE NINE

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaw may be adopted, either by a resolution of the board of trustees or by following the procedures set forth therefore in the bylaws.

ARTICLE TEN

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 purpose set forth in Article Three 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 of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not 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 Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE ELEVEN

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a fund, foundation, or corporation which is organized and operated exclusively for the purposes set forth in Article Three of these Articles of Incorporation and which is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE TWELVE

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

ARTICLE THIRTEEN

Distribution of Income. 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

Self Dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The undersigned, being the incorporator of this corporation, and its only subscriber, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida has executed these articles of incorporation on this the 9th day of August 2001.



ROBERT W. POPE

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY certify that before me, a Notary Public of the State of Florida, personally appeared ROBERT W. POPE, well known to me, who acknowledged before me that he executed the foregoing instrument freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid on this 9th day of August 2001.



NOTARY PUBLIC

My Commission Expires:



Victoria J. Alvarez
My Commission QC908380
Expires March 20 2004

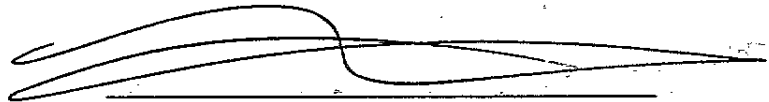
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICLE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48/091, Florida Statutes, the following is submitted in compliance with said Act:

That THE ROBERT W. POPE CHARITABLE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located as indicated in the Articles of Incorporation in the City of Gulfport, County of Pinellas, State of Florida, has named ROBERT W. POPE, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at place designed in this certificate, I hereby accept to act in this capacity and do agree to comply with the provisions of said Act relative to keeping open said office.



ROBERT W. POPE

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TALLAHASSEE, FLORIDA