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FLORIDA NON-PROFIT CORPORATION

Haagsma Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
HAAGSMA FAMILY FOUNDATION, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a not for profit corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

HAAGSMA FAMILY FOUNDATION, INC.

The mailing address of this corporation shall be 150 McMullen Booth Road S., Clearwater, Florida 33759 or such other address within the State of Florida as the Board of Trustees may from time to time designate.

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Purposes**

A. General:

The general nature of the subject and purposes of this corporation is to engage in charitable, educational or other activities which qualify this corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or to benefit solely charitable or other organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986.

B. Restrictions:

Notwithstanding any other provision in these Articles, all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal and whether

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acquired by gift, contribution, or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes, and so that no part of the net earnings of the corporation will in any event inure to the personal benefit of any member, officer, or trustee of the corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the corporation.

The corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and no part of the principal assets or net income of the corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of whom consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

C. Dissolution/Liquidation:

In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

ARTICLE IV
General Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

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(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This 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 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V **Membership**

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE VI **Board of Directors**

The affairs of the corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) individuals, but may be any number in excess thereof, the precise number of Board members to be fixed by the Bylaws of the corporation. The Board of Directors shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as

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provided in the bylaws. In the election of Directors, every member entitled to vote has the right to cumulate his or her votes and to give one candidate a number of votes equal to the number of votes he or she could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates.

A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII **Officers**

The affairs of this corporation shall also be managed by officers who shall be elected annually by majority vote of the Board of Directors and who shall report to the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

Officers of this corporation may be removed, with or without cause, by the Board of Directors at a Board of Directors meeting duly called in the manner set out in the bylaws, or by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII **Indemnification By Court Order**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 617.0831 and 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

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ARTICLE IX
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33601, Attention: Olga M. Pina, and the name of the corporation's initial registered agent at such address is Olga M. Pina. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE X
Incorporators

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

<u>Name</u>	<u>Address</u>
Olga M. Pina	501 E. Kennedy Blvd. Suite 1500 Tampa, Florida 33602

ARTICLE XI
Bylaws

The Bylaws of the corporation may be altered, amended, added to or rescinded by the Board of Directors at any annual or special meeting thereof.

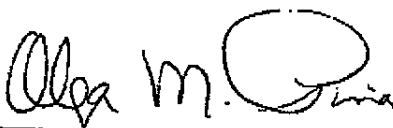
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ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Olga M. Pina, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:
HAAGSMA FAMILY FOUNDATION, INC. has named Olga M. Pina located at 501 E.
Kennedy Boulevard, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept
service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.

By: Olga M. Pina
Olga M. Pina

Date: November 12, 2001

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