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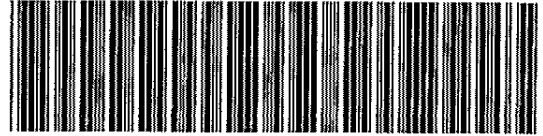
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/15/05
BUK

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JACK STRAUGHN
(1925-2000)

* ALSO ADMITTED IN PENNSYLVANIA
Δ CERTIFIED CIRCUIT & COUNTY CIVIL MEDIATOR

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August 10, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: JOSH GILES FOUNDATION, INC.\
Incorporation
Our File No.: 7594/001

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thank for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

MARK G. TURNER

MARK G. TURNER
(stamped in my absence to avoid delay)

MGT/djb
Enclosures

cc: Cynthia Giles

joshgilesfindatn.ind\letter\fladept.articles

ARTICLES OF INCORPORATION
OF
JOSH GILES FOUNDATION, INC.

FILED
05 AUG 12 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit and do hereby make, subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be JOSH GILES FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation, until otherwise fixed by the Bylaws, shall be at 924 Hillgrove Lane, Auburndale, Florida 33823, but said corporation shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE III - PURPOSES AND POWERS

1. The purposes for which this corporation is organized is to provide educational scholarships to deserving students who have completed high school and will be attending a college or university, and who lack financial resources, as well as to support programs and activities that help youth realize their talents and dreams by developing leadership skills, good character, and positive self esteem.

2. The general powers of the corporation are:

a. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal

property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.

b. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

c. To have and exercise all the rights and powers conferred on nonprofit corporations under the Florida law, as such law is now in effect or may at any time hereafter be amended.

d. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

3. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph 1 of this Article III and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

4. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational

within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

6. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding

provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine that specifically benefit United States veterans or families of such veterans. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

8. The corporation shall have all powers authorized under Chapter 617, Florida Statutes.

ARTICLE IV - CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation. This article may be amended from time to time in the Bylaws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI – ELECTION OF BOARD OF DIRECTORS

The method of election of directors shall be set forth in the Bylaws of the corporation. The number of directors of the corporation shall be no fewer than ~~three~~ (3) but no more than ten (10) as provided by the Bylaws of the corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the Bylaws, who shall hold office until their successors are elected and have qualified, are as follows:

CYNTHIA GILES

924 Hillgrove Lane
Auburndale, Florida 33823

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent is 924 Hillgrove Lane, Auburndale, Florida 33823, and the name of the initial registered agent is CYNTHIA GILES.

ARTICLE IX - BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, the Bylaw provisions described in Chapter 617 of the Florida Statutes. The Board of Directors shall have the authority to make, alter or rescind the Bylaws in the manner provided in such Bylaws.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XI - MISCELLANEOUS

This corporation shall comply with Section 1244 of the Internal Revenue Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

ARTICLE XII - SUBSCRIBER

The subscriber to these Articles of Incorporation is:

CYNTHIA GILES
924 Hillgrove Lane
Auburndale, Florida 33823

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of August, 2005.



CYNTHIA GILES

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

AS FILED 12 PM 2: 04

SECRETARY OF STATE

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

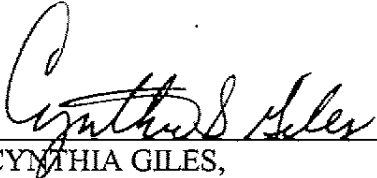
FIRST--- **JOSH GILES FOUNDATION, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **AUBURNDALE**, State of **FLORIDA**, has named:

CYNTHIA GILES
924 Hillgrove Lane
Auburndale, Florida 33823

as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


CYNTHIA GILES,
REGISTERED AGENT