

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Virginia Roeder Wenger Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
VIRGINIA ROEDER WENGER FOUNDATION, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with Chapter 617, Florida Statutes.

**ARTICLE I
Name**

The name of this corporation shall be: **VIRGINIA ROEDER WENGER FOUNDATION, INC.**

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

PRINCIPAL OFFICE	MAILING ADDRESS
3628 Swans Landing Land O'Lakes, Florida 34639	c/o Temple H. Drummond, Esq. Drummond Wehle & Ross LLP 328 West Bearss Avenue, Suite A Tampa, Florida 33613

**ARTICLE III
Purposes and Duration**

Section 1. The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall have perpetual existence.

Section 2. 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

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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 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.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. The 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.

Section 5. The 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.

Section 6. 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 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The 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.

Section 8. 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(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 1986 or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. 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

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organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV
Manner of Election of Directors

The method of election of the directors for this corporation shall be stated in the Bylaws of the corporation.

ARTICLE V
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three (3) members, such members to hold office until his or her successor has been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Edward F. Roeder	2703 Heatherwood Road Tampa, Florida 33618
Christina C. Roeder	3265 Berryfield Drive Harrisonburg, Virginia 22801
Anne R. Kern	2804 Chimney Hill Road Edmond, Oklahoma 73034
Mary R. Vaughan	1807 Thornton Ridge Road Towson, Maryland 21204
Jessica R. Tuifua	73-4269 Mamalahoa Highway Kailua-Kona, Hawaii 96740

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 328 West Bearss Avenue, Suite A, Tampa, Florida 33613 and the initial registered agent of this corporation at such office shall be Temple H. Drummond, Esq. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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ARTICLE VII
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Temple H. Drummond, Esq.	Drummond Wehle & Ross LLP 328 West Bears Avenue, Suite A Tampa, Florida 33613

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED August 18, 2006



 TEMPLE H. DRUMMOND, ESQ., Incorporator

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VIRGINIA ROEDER WENGER FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, TEMPLE H. DRUMMOND, ESQ., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED August 18, 2006



TEMPLE H. DRUMMOND, ESQ., Registered Agent

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