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FLORIDA PROFIT/NON PROFIT CORPORATION

The Jack Del Rio Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
The Jack Del Rio Foundation, Inc.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: The Jack Del Rio Foundation, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to, operating as a charitable foundation by holding, investing and administering assets received as charitable gifts, bequests and contributions and using such assets or the income therefrom to make grants to support activities and projects of organizations operated exclusively for charitable, scientific and educational purposes.

B. Solely for the above purposes, the Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, 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 this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from 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 Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is A.G.C. Co.

ARTICLE VII - Members

The Corporation shall have members. The Bylaws of the Corporation shall make provision with regard to the members of the Corporation, including the manner of admission to membership.

ARTICLE VIII - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX - Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 S. Orange Avenue SunTrust Center, Suite 2300 Orlando, Florida 32802

ARTICLE X - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to alter, amend or repeal Bylaws shall be vested in the members of the Corporation.

ARTICLE XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - Dissolution

A. 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, distribute all the assets of the Corporation exclusively for charitable, scientific or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board of Directors as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XIII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 8th day of August, 2007, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

A.G.C. Co., as Incorporator

By: 

Name: Kenneth C. Wright

As its Vice President

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REGISTERED AGENT CERTIFICATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That The Jack Del Rio Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §607.0501 et seq., Florida Statutes.

A.G.C. Co.

By: 
Name: Kenneth C. Wright
As its Vice President

DATED: August 8, 2007.