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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida Tax Education Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

FLORIDA TAX EDUCATION FOUNDATION, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Florida Tax Education Foundation, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803, and the mailing address of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall

include, but shall not be limited to, presenting an institute annually focused on the education of professionals nationwide in the area of Federal taxation.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - BOARD OF TRUSTEES

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Trustees. The Board of Trustees of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of trustees shall be as set forth in the Bylaws, and the Board of Trustees shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Lauren Y. Detzel	800 N. Magnolia Ave., Ste. 1500 Orlando, Florida 32803
David Pratt	One Boca Place 2255 Glades Rd., Ste. 421 Atrium Boca Raton, Florida 33431
Donald R. Tescher	Boca Village Corporate Center I 4855 Technology Way, Ste. 720 Boca Raton, Florida 33431

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803, and the name of the initial registered agent of the Corporation at that address is Dean Mead Services, LLC. The Board of Trustees may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Lauren Y. Detzel	800 N. Magnolia Ave., Ste. 1500 Orlando, Florida 32803

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ARTICLE VII - INDEMNIFICATION

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

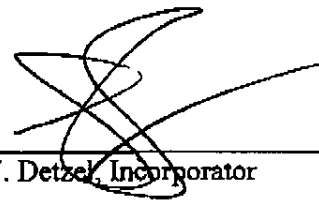
ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to the University of Florida Foundation, Inc., provided such corporation is exempt from federal income tax under Code Section 501(c)(3) at that time, or if not, for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 1st day of May, 2012.



Lauren Y. Detzel, Incorporator

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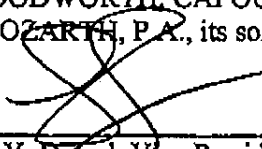
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: DEAN, MEAD, EGERTON,
BLOODWORTH, CAPOUANO
& BOZARTH, P.A., its sole member

By: 

Lauren Y. Detzel, Vice President

Date: May 1, 2012