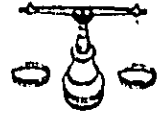


William R. Dickey
 Attorney at Law
 2310 West Bay Drive
 Largo Florida 33770
 813 - 581 - 9121



N96000004114

July 12, 1996

State of Florida
 Secretary of State
 Corporation Division Tallahassee, Fl 32304

Re: L. G. ROSKAMP FOUNDATION, INC.

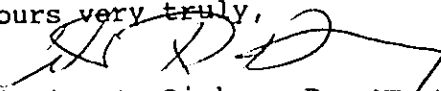
Dear Sirs:

Please find enclosed the original of the Original/copy of the Articles of Incorporation for the new Florida corporation to be known as L. G. ROSKAMP FOUNDATION, INC.

Also enclosed is a check in the amount of \$ 122.50 for the filing fees associated with the incorporation of said corporation, as well as for the certified copy thereof.

Thank you for your cooperation and attention with this matter.

Yours very truly,


 William R. Dickey, Esq. WRD/dh
 Enclosures

RECEIVED
 JUL 15 1996
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ARTICLES OF INCORPORATION
OF
L. G. ROSKAMP FOUNDATION, INC.

FILED
MAR 15 1978
TAMPA

The undersigned to these Articles of Incorporation, each a natural person competent to contract, hereby voluntarily associate themselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be the L. G. ROSKAMP FOUNDATION, INC. , and shall have its principal place of business in the County of Pinellas, Florida. The corporation shall be authorized to furnish services and render assistance and maintain offices in any City or County in the State of Florida. The initial principal address of the corporation shall be 2310 West Bay Drive, Largo, Floria 33770.

ARTICLE II.

OBJECT AND PURPOSE

The object and purpose of this organization shall be as follows:

(A) For the advancement of charity, education, religion, science, and any other related or corresponding charitable purposes. The emphasis shall primarily be upon such charitable orgainzations such as YOUNG LIFE, the METHODIST CHILDRENS HOME, and ANONA UNITED METHODIST CHURCH, LARGO, FLORIDA.

(B) To operate exclusively in any other manner as such religious, charitable and educational purposes will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954, as amended.

(C) To operate exclusively as a "private foundation".

(D) Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the following:

(1) To receive gifts, devises, bequests and contributions in any form, and to use, apply, invest, reinvest the principal and/or income therefrom or distribute the same for the above purposes.

(2) To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance, or assigned in trust of the whole or part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(3) To lend to any person, firm or corporation of any of its funds.

(4) To transfer memberships.

(5) To have one or more offices and to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property.

(6) To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of the State of Florida.

ARTICLE III.

ACTIVITIES AND EARNINGS

No part of the net earnings of the corporation shall enure 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 and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation

shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV.

MEMBERSHIP

The qualification of members of this Corporation and the manner of their admission shall be as follows:

(A) QUALIFICATIONS - The membership of the Foundation shall be appointed by the Board of Trustees in the following manner:

(1) Each prospective member of the corporation shall be nominated by a least one (1) of the persons constituting the Board of Trustees;

(2) The application of each prospective member of the corporation shall be voted upon by the Board of Trustees; and

(3) Individuals shall be accepted as a member of the corporation if that individual receives a majority of the votes of the Board of Trustees present at the meeting at which said prospective member's application is considered.

(B) Voting. For purposes of voting on any matter brought before the membership by the Board of Trustees, each member shall have one (1) vote.

(C) Term of Membership. Terms, privileges, and requirements of membership shall be determined by the Board of Trustees.

(D) Membership Dues. Upon election to membership in this

corporation, each member shall be liable to payment of dues as approved by the Board of Trustees on an annual basis.

ARTICLE V.

TERM AND NON-STOCK CORPORATION

The duration of this corporation shall be perpetual existence, unless dissolved according to law. Corporation existence shall commence upon the filing of these Articles of Incorporation.

This corporation is organized on a non-stock basis.

ARTIVLE VI.

ORIGINAL SUBSCRIBERS

The names and addresses of the original subscribers to this corporation are as follows:

<u>Name</u>	<u>Address.lsl</u>
T.D. Hawkins	10658 Sem. Blvd., Seminole, Florida 33778
W.R. Dickey	13937-85th Terr. N., Seminole, Fl 33776
L.G. Roskamp	2278 Kings Point Drive, Largo, Fl 33774
B.R. Roskamp	17716 LEE AVE., Redington Shores, Fl 33778

ARTICLES VII.

The officers of this corporation shall be President, Vice-President, Secretary and Treasurer. In addition to the officers named herein, the Board of Trustees shall be designated and empowered by By-Laws to create such other offices as are deemed necessary. All officers shall be elected from the membership of the Board of Trustees. The following are the initial officers of this corporation and the same shall hold office for the first year of existence of the corporation, and until successors are duly elected and qualified:

President	L.G. ROSKAMP	2278 KINGS PT. DRIVE Largo, FL 33774
Secretary	W.R. DICKEY	13937 85 TERR. NORTH SEMINOLE, FL 33776

Vice-Pres.	B.R. ROSKAMP	17716 Lee Avenue Redington Shores, Fl 33778
Treasurer	T.D. HAWKINS	10658 SEM. BLVD. SEMINOLE, FL 33778

ARTICLE VIII.

INITIAL DIRECTORS AND TRUSTEES

The name and street address of the members of the first Board of Directors, also known as Trustees, who shall hold office for the first year of existence of the corporation and until their successors are duly elected and qualified, are:

<u>.Name</u>	<u>Address</u>
T.D. HAWKINS	10658 SEM. BLVD., SEMINOLE, FL 33778
L.G. ROSKAMP	2278 KINGS PT. DRIVE, LARGO, FL 33774
W.R. DICKEY	13937 85 TERR.N., SEMINOLE, FL 33776
B.R. ROSKAMP	7716 Lee Ave., Redington Shores, FL 33778

The original Directors and Trustees are also qualified as members of the said corporation.

The Board of Directors shall consist of not less than three (03) members. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the members of the corporation, but shall never be less than three (3). The Directors (Trustees) shall manage the affairs of the corporation.

ARTICLE IX.

BY-LAWS

The By-Laws of this corporation shall be made, altered or rescinded by the Board of Directors at its regular meetings, or at special meetings called for said purpose in the manner provided in the By-Laws.

ARTICLE X.

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the corporation at any meeting of the Board of Directors and notice of said change shall be given at least ten (10) days prior to the regular special meeting at which time the Amendment will be discussed and any changes incorporated. The Amendment will be voted upon at the next regular meeting. An affirmative vote of two-thirds of the members of the Board of Directors present and voting shall be required to amend the Charter.

ARTICLE XI.

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or Intestate, is or was a Director, Trustee, Officer or employee of the corporation, or any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters to which it shall be adjudged in such action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provision of this section.

ARTICLE XII.

DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of proper jurisdiction of the County in which the principal office of the corpora-

tion 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.


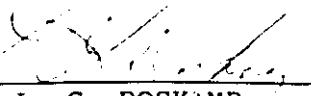
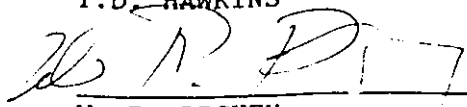

ARTICLE XIII.

RESIDENT AND REGISTERED OFFICE AND
RESIDENT AND REGISTERED AGENT

The initial registered office of the corporation shall be 2310 W. BAY DRIVE, LARGO, 33770.

The initial resident and registered agent to accept service of process and for other purposes as are required by the laws of the State of Florida, shall be WILLIAM R. DICKEY, whose address is 2310 W. BAY DRIVE, LARGO, FL, 33770, Pinellas County, Florida.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned have executed these Articles of Incorporation this 26 day of July, 1996.

 _____ T.D. HAWKINS	(SEAL)	 _____ L. G. ROSKAMP	(SEAL)
 _____ W. R. DICKEY	(SEAL)	 _____ B.R. ROSKAMP	(SEAL)

RESIDENT AGENT CERTIFICATE

In pursuant of Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

That the L. G. ROSKAMP FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal office registered as set forth in the Articles of Incorporation, has named WILLIAM R. DICKEY, located at 2310 W. BAY DRIVE, Largo, 33770, Pinellas County, Florida, as its regis-

tered and resident agent to accept service of process in this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation as its resident and registered agent at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

W R D

WILLIAM R. DICKEY, Resident & Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

Before me personally appeared the following persons:

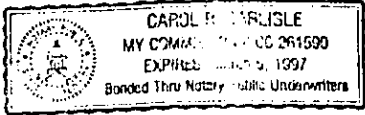
L.G. ROSKAMP, T.D. HAWKINS, B.R. ROSKAMP & W.R. DICKEY

and _____, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said Articles of Incorporation for the purposes therein expresses.

WITNESS my hand and official seal, the 20th day of July, 1996.

Carol R. Carlisle

My commission expires:



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