

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Carlota Busch Webster Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

GUNSTER YOAKLEY ET AL.

SUBJECT: THE CARLOTA BUSCH WEBSTER FOUNDATION, INC.
REF: W99000005406

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
THE CARLOTA BUSCH WEBSTER FOUNDATION, INC.
(A Not For Profit Corporation)

ARTICLE I

Name

The name of the Corporation shall be The Carlota Busch Webster Foundation, Inc.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Principal Office

The initial principal office and mailing address of the Corporation shall be:

c/o Daniel A. Hanley, Esq.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Patrick Whitehead, Esq.
FL BAR # 0120715
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-East
West Palm Beach, FL 33401
(561) 655-0626

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ARTICLE IV

Purposes

1. This Corporation is organized not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code.
2. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.
4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
5. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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.

ARTICLE V

Restrictions

1. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iv) 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 the corresponding provision of any future United States Internal Revenue law.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VII

Members

The Corporation shall have no members and shall not issue stock.

ARTICLE VIII

Management of Corporate Affairs

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of four (4) initial members and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the By-Laws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

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ARTICLE IX

Indemnification

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, FL 33401 and the name of the initial registered agent of this Corporation at the address is Valdes-Fauli Corporate Services, Inc.

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ARTICLE XII

Incorporator

The name and residence of the incorporator is as follows:

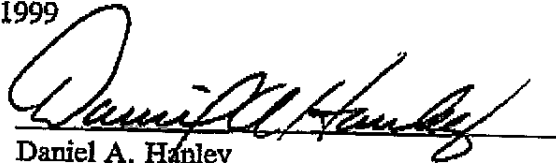
Name

Address

Daniel A. Hanley

777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 2nd day of March, 1999


Daniel A. Hanley
Incorporator

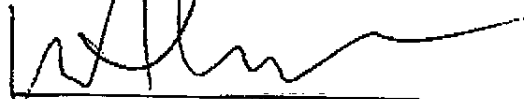
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for THE CARLOTA BUSCH WEBSTER FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.



Kenneth M. Hart
Vice President

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