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STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
LL.M. IN TAXATION

GLADES TWIN PLAZA
2300 Glades Road, Suite 302E
Boca Raton, Florida 33431
TELEPHONE: (407) 368-7978
TOLL FREE: (800) 545-8454
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561

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

Two Day UPS

April 5, 2001

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399-0250

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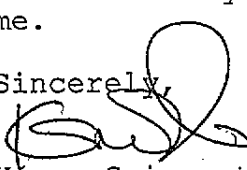
RE: THE RACHEL FOUNDATION

Dear Sir/Madam:

Enclosed please find for filing a copy of the above reference Foundation, Certificate of Registered Agent, and Affidavit to the Secretary to File or Qualify. Also enclosed you will find the necessary filing fee of \$350.00 and the \$35.00 Registered Agent fee.

Should you have any questions, please feel free to contact me.

Sincerely,


Karen Sciarretta

KMS\pd
enclosure

FILED
01 MAY -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/10
KMS

4279

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY
THE RACHEL FOUNDATION
AN IRREVOCABLE DECLARATION OF TRUST

IN ACCORDANCE WITH Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust the undersigned, the Chairman of the Board of Trustees of The Rachel Foundation, a Florida Trust hereby affirms in order to file or qualify The Rachel Foundation, in the State Florida.

1. Two or more persons are named in the Trust.
2. The principal address is 5750 Oak Mont Avenue, Hollywood, FL 33312.
3. The registered agent and office in the State of Florida is:
Russel Palmer, 5750 Oak Mont Avenue, Hollywood, FL 33312.
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated I this affidavit. I hereby accept the appointment as registered agent and agree to act in this capacity.

Russel Palmer

Signature of Registered Agent

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

Russel Palmer

Name: Russel Palmer
Chairman of the Board of Trustees

Wendy Palmer

Name: Wendy Palmer
Chairman of the Board of Trustees

NOTARY

Karen M. Sciarretta



Karen M. Sciarretta
MY COMMISSION # CC758954 EXPIRES
November 14, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
01 MAY -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE RACHEL FOUNDATION
IRREVOCABLE DECLARATION OF TRUST

COPY

EIN: 65-6363460

WENDY PALMER and RUSSEL S. PALMER, husband and wife, residents of the County of Broward, State of Florida, (hereinafter jointly referred to as "Trustor") hereby declare that they have transferred the sum of One Dollar (\$1.00) to the Trustee named herein.

ARTICLE I

TRUST IRREVOCABLE AND PERPETUAL

1.1 This Trust is and shall be irrevocable. Neither the Trustor nor any other donor to the Trust reserves or shall retain any right to alter, amend or revoke this Trust or any provisions thereof. The Trust shall be a perpetual charitable trust and shall terminate only (a) if the Trustees determine to distribute all principal and income of the Trust Estate for the charitable purposes in such proportions and at such times as the Trustees may select or (b) as provided in Section 1.2, below.

1.2 The Trustees, in their discretion, may form and organize a nonprofit corporation, limited to the uses and purposes provided in Section 2.1, below, to succeed to the Trust Estate. Such corporation shall be organized under the laws of any state as may be determined by the Trustee and, when organized, shall have the power to administer and control the affairs and property and to carry out the uses, objects and purposes of the Trust. Upon the creation and organization of such corporation, the Trustees are authorized and empowered to convey, transfer and deliver to such corporation all the property and assets to which this Trust may be or become entitled. The articles of incorporation, bylaws and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine to be consistent with the purposes of this Trust under Section 2.1, below.

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ARTICLE II

TRUST PURPOSES

2.1 This Trust is organized and shall be operated exclusively for charitable, education, scientific and religious purposes. This Trust shall not carry on or engage in any activities that would (a) disqualify the Trust from exemption from federal income tax under Section 501(c)(3) of the Code, or (b) result in the disallowance of deductions, under Section 170(c)(2) of the Code, for contributions to the Trust, as this Trust is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.2 Notwithstanding any other provision of this Trust Agreement to the contrary, this Trust shall not carry on any other activities not permitted to be carried on (a) 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) or (b) by an organization contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

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

2.4 This Trust Estate is irrevocably dedicated to charitable, educational, scientific and religious purposes, and no part of the net income or assets of the Trust shall ever inure to the benefit of any Trustee, officer or member thereof or to the benefit of any private person.

2.5 The Trustees may receive additional contributions to the Trust Estate from the Trustor or other donors and shall hold such additional contributions for the uses, objects and purposes of this Trust under Section 2.1, above.

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ARTICLE III

DISTRIBUTIONS TO CHARITABLE BENEFICIARIES

3.1 The Trustees shall distribute such amounts of income or principal of this Trust, in such proportions and at such times as the Trustees may determine, in their discretion, to be advisable to accomplish the purposes of this Trust.

3.2 Anything herein to the contrary notwithstanding, the assets of the Trust Estate shall not be subject to claims for any federal, state or other estate, inheritance or succession taxes or duties which may be assessed against the estate of the Trustor or any donor, and such amounts shall be paid as provided in the estate of the Trustor and such donors.

3.3 The Trustees, in their discretion, may require that any charitable beneficiary use the funds distributed to it for such tax-exempt activities and purposes as are consistent with Section 2.1, above, and as the Trustees may specify from time to time. In order to assure the fulfillment of purposes which the Trustees may specify in making a distribution to or for the use of a charitable beneficiary, the Trustees, in their discretion, may obtain from such charitable beneficiary a receipt for such distribution in which such beneficiary acknowledges in writing the amount received and its undertaking to use the same solely for the purposes specified by the Trustees. The Trustees may, in their discretion, make such inquiries, investigations and audits and require such further assurances from the charitable beneficiaries as the Trustees deem prudent in order to accomplish the purposes of the Trust.

3.4 Upon winding up and dissolution of this Trust, after paying or adequately providing for the debts and obligations of the Trust, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE IV

ADMINISTRATION

4.1 In order to carry out the objectives and purposes of the Trust, and subject to any limitations expressed herein, to the laws of the State governing this Trust and to the applicable rules and regulations of any agency or instrumentality thereof, the rights, powers and duties of the Trustees with respect to the management and investment of the Trust Estate shall be as follows:

4.1.1 To retain indefinitely any investments, specifically including but not limited to any and all properties placed in the Trust Estate by the Trustor or other donors, and to invest and reinvest in stocks, shares and obligations of domestic or foreign corporations or unincorporated associations or trusts and of investment companies (including stock of a corporate Trustee), in a common trust fund (including any common trust fund under the management of a corporate trustee), in partnerships or in any other kind of personal or real property, notwithstanding the fact that any or all of the investments made or retained are of a character or size which, but for this express authority, would not be considered proper for Trustees.

4.1.2 To manage, to control, to buy, to sell, to exchange and to make contracts concerning real or personal property for such consideration and upon such terms as to credit or otherwise as may be reasonable under the circumstances; to take and give options therefor; to execute conveyances, transfers and other instruments of any kind; to trade on margin, engage in puts and calls, buy short or long, sell short or long and enter into any and all other types of transactions relating to securities or other assets or property.

4.1.3 To hold money and property of all kinds including bonds, shares or other securities and real estate in bearer form so that title may pass by delivery, or to hold the same in the name of any one of the Trustees, or in the name of a nominee without indication of any fiduciary capacity.

4.1.4 To give general or special proxies or powers of attorney for voting or acting in respect of shares or securities, which may be discretionary and with power of substitution; to deposit shares or securities with, or transfer them to, protective committees or similar bodies; to

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join in or to institute or authorize any reorganization, merger, consolidation or disposition of corporate assets and to pay assessments or subscriptions called for in connection with shares or securities held by this Trust.

4.1.5 To improve, divide or develop real estate; to construct, alter or repair and also to demolish or remove buildings or structures on real estate; to settle boundary lines and easements and other rights with respect to real estate; to partition and to join with co-owners and others in dealing with real estate in any way.

4.1.6 To employ accountants, brokers, agents, attorneys, investment counsel in the manner as provided in this Section, and depositories and/or custodians of trust property. No person or firm employed in any such capacity, however, shall be required to oversee or supervise the activities of the Trustees or to inquire into the Trustees' powers, authority or discretion. Each person or firm so employed may rely implicitly upon the written instructions of the Trustees with respect to the property and business of this Trust, including instructions given by the Trustees to deal directly with such investment counsel as may be employed by the Trustees, in making investments and reinvestments, and in continuous supervision of Trust investments. In no event shall any person or firm so employed be liable for any act or omission of the Trustees in which such person or firm may also have participated.

4.1.7 To keep any or all of the trust property at any place or places within the United States or abroad or with a depository or custodian at such place or places. Commercial or savings deposits may be maintained in unlimited amounts for an unlimited period of time, with or without interest, and subject to usual restrictions upon withdrawal then in effect.

4.1.8 To operate any business or enterprise. The Trustees may form, cause to be formed or enter into any partnership, joint venture, corporation or other organization for the purpose of operating any business or enterprise and may likewise alter, reorganize or terminate any such organization. The profits and losses therefrom shall inure to or be chargeable to the Trust Estate and not to the Trustees.

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4.1.9 To purchase and pay the premiums on policies of insurance against fire, other casualty, public liability or other insurance of a similar character, but the Trustees shall not be liable for any omission to purchase any type or amount of insurance.

4.1.10 To lease and to ground lease real or personal property which may be assets of this Trust upon such terms and for such period or periods as the Trustees may select. Any such lease may commence in the future. Any such lease or ground lease may include an option or options for renewal or for the purchase of the property at some time during the term or at the end thereof. The Trustees are, in addition, specifically authorized to make oil, gas and mineral leases and leases and agreements relating to other natural resources covering any lands or mineral interest which may at any time be assets of the Trust Estate.

4.1.11 To borrow money for any Trust purpose, to hypothecate the Trust Estate, or any part thereof, and to institute, compromise and defend actions and proceedings. The Trustees and any organization, corporate or otherwise, who is in any way affiliated with the Trustees may loan or advance its own funds for any Trust purpose to this Trust, said loans or advances to bear interest at the then current rate from the date of the loan until repaid, and together with interest, to constitute a first lien upon the entire Trust Estate, but the Trustees shall in no event be required to make any loan or advance to this Trust.

4.1.12 To employ investment counsel for the purpose of advising it with respect to the management of the Trust Estate, the investment thereof and the sale and purchase of stocks, bonds or other securities or properties constituting the corpus of the Trust Estate. The Trustees shall pay the fees of any such investment counsel as an expense of the administration of the Trust.

4.1.13 If no bank or trust company is acting as sole or a Co-Trustee hereunder, to appoint a bank or trust company as custodian for securities and any other trust assets. Any such appointment shall terminate when a bank or trust company begins to serve as a Co-Trustee or as sole Trustee hereunder. The custodian shall keep the deposited property, collect and receive the income and principal, and hold, invest, disburse or otherwise dispose of the property or its proceeds (specifically including selling and purchasing securities and delivering securities sold and receiving securities

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purchased) upon the order of the Trustees. The Trustees shall have the absolute right and power, in their sole discretion, to delegate to retained investment counsel the power to instruct the custodian with respect to all such matters, in which case the custodian is directed to comply with such instructions. The custodian shall not be liable to any charitable beneficiary for any action taken pursuant to the order or instructions of the Trustees or of the investment counsel to whom the aforesaid powers have been delegated.

4.1.14 Upon any division or partial or final distribution of the Trust Estate, to partition, allot and distribute the Trust Estate in undivided interests or in kind, or partly in money and partly in kind, at valuations as are reasonably determined by the Trustees. Said valuations shall be final and binding on all beneficiaries or other persons having an interest in the Trust.

4.2 In exercising their powers hereunder, the Trustees shall at all times act in a manner (a) that is reasonable and equitable in view of the interests of the charitable beneficiaries and (b) in which persons of ordinary prudence, diligence, discretion and judgment would act in the management of their own affairs.

4.3 Except as otherwise provided herein, the Trustees shall be governed by the provisions of controlling state law in determining which funds shall be classified as income or principal and which expenses shall be chargeable to income and principal. The Trustees may rely upon the statement of a paying corporation as to the source or character of dividends or the time when they were earned. Notwithstanding any other provision herein, if any pronouncements of the United States Treasury Department or the Internal Revenue Service shall require allocations between principal and income different from those provided by state law, the Trustees shall allocate between principal and income in accordance with said pronouncements.

4.4 It is the Trustor's intent that the Trust shall qualify (a) for exemption from federal income tax under Section 501(c)(3) of the Code, and (b) as an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Code, and the Trustees shall administer this Trust accordingly and shall have the power, acting alone, to amend this instrument in any manner which, in their discretion, may be deemed desirable or necessary for the sole purpose of insuring that this Trust so qualifies or continues to so qualify.

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4.5 The Trustees shall:

- (a) distribute income of the Trust each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;
- (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) not make any investments in such manner to subject it to tax under Section 4944 of the Code; and
- (e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

REGULATION OF TRUSTEES

5.1 The Co-Trustees of This Trust shall be WENDY PALMER and RUSSEL S. PALMER. As Trustees they shall have the right to appoint one or more additional Trustees at any time as they may so choose, during their lifetimes, or at their death, by their Last Wills and Testaments or other such similar documents. Any appointment of any additional Trustee made while both WENDY PALMER and RUSSEL S. PALMER are alive, shall require agreement of both WENDY PALMER and RUSSEL S. PALMER. Any appointment made by either WENDY PALMER or RUSSEL S. PALMER at the time of his or her death, when the other of them shall then be living and able, shall require the acquiescence of the survivor of them. In the event that either WENDY PALMER or RUSSEL S. PALMER should be unable or unwilling to act as a Co-Trustee at any time, then, if no appointments for a successor Trustee are at that time in place, then, the other of them shall act as sole Trustee. If there is ever a full vacancy in the office of Trustee, then, the then living children of the Trustor, if any, acting by majority vote, shall elect one (1) or more Trustees as they deem appropriate. Said children of the Trustee shall specifically be3 afforded the opportunity to name themselves and/or their living lineal descendants as Trustees. Upon the death of any acting Trustee, he or she may nominate one or more successor Trustees as he or she so chooses, subject only to approval by a simple majority of the then acting Trustees. If there should be no then living children of the Trustor to make appointment of Successor Trustee(s) as may be necessary, then, the senior judge of the Circuit Court of general jurisdiction in the County of Settlor's last domicile, Probate

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Division acting in a ministerial and not in a judicial character shall nominate a successor Trustee.

5.2 WENDY PALMER or RUSSEL S. PALMER may, if they so desire, act alone in exercising any or all of the administrative powers set forth hereunder.

5.3 The Trustees are authorized to disclose the provisions of this Trust whenever in their discretion such disclosure is advisable.

5.4 Trustees and successor Trustees and Co-Trustees and successors thereof may resign by giving written notice to the charitable beneficiaries and by conveying the Trust Estate to their successor or successors.

5.5 No bond or other security shall be required of any Trustee or successor Trustee whether acting jointly or alone.

5.6 No successor Trustee shall be obligated to examine the accounts, records or acts of the previous Trustee or Trustees, or any allocation of the Trust Estate, or the income or the principal thereof, made by any previous Trustee or Trustees, and such successor Trustee in no way or manner shall be responsible for any act or omission to act on the part of any previous Trustee or Trustees.

5.7 Trustees may receive reimbursement for expenses incurred as Trustees and reasonable compensation, not dependent upon the value of the Trust assets, but rather taking into account the activities of the Trustees, the time expended in acting as Trustees, the nature of the Trust assets and the responsibilities of the Trustees in operating the Trust.

5.8 References in this instrument to the "Trustee" or "Trustees" shall be deemed to include not only the original Trustees hereunder, but also any successor Trustee or Trustees, and all titles, powers and discretions vested in the Trustees shall be vested in and exercisable by any such successors. No one dealing with the Trustees need inquire concerning the validity of anything they purport to do, or need to see to the application of any money paid or any property transferred to or upon the order of the Trustees or any one of said Trustees. Each Trustee shall be responsible only for his or her acts or omissions of bad faith.

5.9 Except as otherwise provided herein, all power and authority granted to the Trustees may be exercised by a majority of the Trustees and such action of said majority shall be binding upon the other Trustee or Trustees.

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5.10 Any Trustees may by written instrument from time to time delegate to any other Trustee the exercise of any or all the powers of the Trustee, which delegation shall set forth the extent of the power so delegated, the limitations or restrictions on the delegations so given and the scope of the delegated powers. Such delegation may be revoked at any time by written instrument.

ARTICLE VI

DEFINITIONS AND RULES OF CONSTRUCTION

6.1 References to sections of the "Code" shall mean sections of the Internal Revenue Code of 1986, as amended (and the corresponding provisions of any subsequent federal internal revenue law), and any applicable and valid regulations issued thereunder.

6.2 Unless the context clearly requires another construction, the masculine, feminine and neuter gender shall each include the others and the singular and plural number shall include the other.

6.3 If any provision or provisions of this Trust shall be invalid or unenforceable, the remaining provisions shall continue to be fully operative.

6.4 This Trust shall be governed, construed and administered according to the laws of the state in which the Trustees shall from time to time select.

6.5 To the same effect as if it were the original, anyone may rely upon a copy certified by a Trustee or by a notary public to be a counterpart of this instrument, or of any document required to be filed with or to be kept at the office of the Trustees. Anyone may rely upon any statements of fact concerning the Trust certified by anyone who appears from the document or a certified copy to be a Trustee or successor thereto hereunder.

Julie Markwood
Witness

Phil Scappatone
Witness

Wendy Palmer
WENDY PALMER
Trustor/Trustee

STEVEN A. SCIARRETTA, P.A.
ATTORNEYS AT LAW

STATE OF FL
COUNTY OF Bravard

On this 28th day of MARCH, 2001, before me, the subscriber, personally appeared WENDY PALMER, to me known, and known to me to be the person described in and who executed the within instrument consisting of twelve (12) pages including this page and the Acceptance of Trustee page, and she duly acknowledged to me that she executed the same.



Linda M. Carlisle
Commission # CG 894640
Expires Dec. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Linda M. Carlisle
Notary Public
My commission expires:

personally know to me

I certify that I have read the foregoing Irrevocable Declaration of Trust, that it correctly sets forth the terms and conditions of the Trust which I accept as Trustee this 28 day of March, 2001.

Wendy Palmer
WENDY PALMER, TRUSTEE

Julie Mackwood
Witness
Del Scappatone
Witness

Russel S. Palmer
RUSSEL S. PALMER
Trustor/Trustee

STATE OF FL.

COUNTY OF Broward

On this 28 day of March, 2001, before me, the subscriber, personally appeared RUSSEL S. PALMER, to me known, and known to me to be the person described in and who executed the within instrument, consisting of twelve (12) pages including this page and the Acceptance of Trustee page, and he duly acknowledged to me that he executed the same.



Linda M. Carlisle
Commission # CG 894640
Expires Dec. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Linda Carlisle
Notary Public
My commission expires:

personally know to me

I certify that I have read the foregoing Irrevocable Declaration of Trust, that it correctly sets forth the terms and conditions of the Trust which I accept as Trustee this 28 day of March, 2001.

Russel S. Palmer
RUSSEL S. PALMER, TRUSTEE

STEVEN A. SCIARRETTA, P.A.
ATTORNEYS AT LAW

CERTIFICATE OF TRUST OF
RACHEL NARGISO MEMORIAL ART FUND

DATED THIS 28th DAY OF March, 2001.

We, the undersigned, hereby certify that attached hereto is a true and exact copy (consisting of twelve (12) total pages) of ~~RACHEL NARGISO MEMORIAL ART FUND~~ IRREVOCABLE DECLARATION OF TRUST as prepared by Steven A. Sciarretta, Esquire, and as executed by Wendy Palmer and Russel S. Palmer as Trustees on , 2001. The original version of the aforesaid Trust is on file in the vault of Steven A. Sciarretta, P.A., 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431. *The Rachel Foundation*

IN WITNESS WHEREOF, this Certificate of Trust has been executed on the day and year first written above.

Wendy Palmer
Wendy Palmer, Trustee

Russel S. Palmer
Russel S. Palmer, Trustee

SUBSCRIBED AND SWORN TO BEFORE ME
this 28 day of March, 2001

Linda Carlisle
Notary Public

My commission expires:

personally know to me



Linda M. Carlisle
Commission # CC 894646
Expires Dec. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc