

N000000001495

RISH, GIBSON & SCHOLZ, P.A.
ATTORNEYS AT LAW
206 E. FOURTH STREET
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ

TELEPHONE (850) 229-8211
FAX (850) 227-1619

February 23, 2000

800003151618--2
-02/29/00--01039--016
122.50 **78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Re: Two Egg Foundation, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,


Thomas S. Gibson

TSG/pwr

Enclosure: as stated

FILED
00 FEB 29 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 8 2000

ARTICLES OF INCORPORATION

OF

TWO EGG FOUNDATION, INC.

FILED

00 FEB 29 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is TWO EGG FOUNDATION, INC. The principal office for the corporation is 4884 Cape San Blas Road, Port St. Joe, FL 32456.

ARTICLE II
DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

- A. The specific and primary purposes for which this corporation is formed are to operate for educational and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, Florida Statutes Chapters 617 and 196, and Article VII, Section 3 of the Florida Constitution; and to raise and distribute contributions from individuals, corporations, governmental entities and foundations, for the benefit of art, music and education.
- B. The general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of Florida, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV
MEMBERSHIP

This Corporation shall have no members, consequently it shall have no classes of membership, nor voting rights of members.

ARTICLE V
REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, and the initial registered office is located at 206 East Fourth Street, Port St. Joe, FL 32456.

ARTICLE VI
DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is 3. The name and address of each person who is to serve as a member of the initial Board of Directors are:

Bethea Patterson
4884 Cape San Blas Road
Port St. Joe, FL 32456

Sarah Macgregor
1111 Arlington Blvd.
Riverplace W., #431
Arlington, VA 22209

Matilda Andrews
3917 Napanee Road.
Louisville, KY 40207

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than two (3) nor more than fifteen (15).

ARTICLE VII
OFFICERS

The number of officers constituting the initial officers of the Corporation is three (3). The name and address of each person who is to serve as an initial officer are:

President: *Bethea Patterson, 4884 Cape San Blas Road, Port St. Joe, FL 32456*
Vice President: *Sarah Macgregor, 1111 Arlington Blvd., Riverplace West, #431, Arlington VA 22209*
Secretary: *Matilda Andrews, 3917 Napanee Road, Louisville, KY 40207*

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII
BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the

Corporation by a majority vote at any directors' meeting.

ARTICLE IX
INCORPORATORS

The name and address of the incorporator is as follows:

Bethea Patterson

BETHEA PATTERSON
4884 Cape San Blas Road
Port St. Joe, FL 32456

DATED this 22 day of February, 2000.

STATE OF FLORIDA
COUNTY OF GULF

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BETHEA PATTERSON, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form(s) of identification of the above-named person(s):

Personally Known

Witness my hand and official seal in the County and State last aforesaid this 22 day of February, 2000.

THOMAS S. GIBSON
Notary Public, State of Florida
My comm. exp. Oct. 11, 2002
Comm. No. CC782415

[Signature]
Notary Public State of Florida
My Commission Expires.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



THOMAS S. GIBSON