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MAN III, P.A., L.L.C.

N000000002832

April 24, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
The Capital, 22nd Floor
409 E. Gaines St.
Tallahassee, Florida 32399

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Re: Our File No. 21146-54379
The William and Paula Rogers Foundation, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are an executed original and duplicate original of the Articles of Incorporation of the above referenced corporation, together with our check in the amount of \$78.75 representing the filing fee and the cost of a certified copy. Please file the Articles of Incorporation and return a certified copy of the same to this office upon completion of the filing process. A self-addressed stamped envelope is enclosed for your use.

If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

C. J. Wahrman III

C. J. Wahrman III

CJW/jk
Enclosures

cc: Mr. and Mrs. William Rogers

EFFECTIVE DATE
4-24-00

FILED
00 APR 25 AM 9:57
TALLAHASSEE, FLORIDA

QC
4-27-00

EFFECTIVE DATE
4-24-00

FILED

00 APR 25 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WILLIAM AND PAULA ROGERS FOUNDATION, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is The William and Paula Rogers Foundation, Inc. and the street address of the initial principal office of the Corporation is 17441 S.E. Conch Bar Avenue, Tequesta, Florida 33469.

ARTICLE II

EFFECTIVE DATE

This Corporation is organized effective as of April 24, 2000.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV

POWERS

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or as may be hereafter amended.

ARTICLE V

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the manner and method in which they are elected or appointed shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons nor more than five (5) persons.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the members and their successors shall have been duly elected and qualified. The following persons shall constitute the initial members of the Board of Directors of the Corporation: (1) William F. Rogers, Jr., (2) Paula T. Rogers and (3) Lisa Harrison.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Name

Address

William F. Rogers, Jr.

17441 S.E. Conch Bar Avenue
Tequesta, FL 33469

ARTICLE X

INCORPORATORS

The name and address of the undersigned Incorporators are:

Name

Address

William F. Rogers, Jr.

17441 S.E. Conch Bar Avenue
Tequesta, FL 33469

Paula T. Rogers

17441 S.E. Conch Bar Avenue
Tequesta, FL 33469

ARTICLE XI

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law in accordance with the Bylaws of the Corporation. Any

such asset not so disposed of shall be disposed of by the appropriate Court 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 XIII

GENERAL

13.1 The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

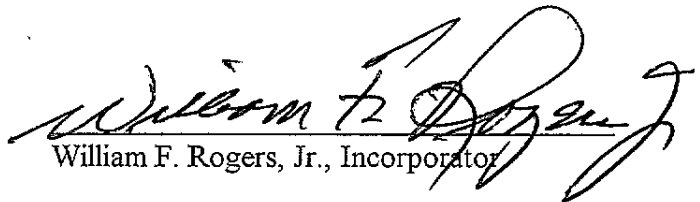
13.2 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

13.3 The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

13.4 The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

13.5 The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 24th day of April, 2000.


William F. Rogers, Jr., Incorporator

Paula T. Rogers

Paula T. Rogers, Incorporator

STATE OF FLORIDA)

) ss.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of April, 2000, by William F. Rogers, Jr. and Paula T. Rogers, the Incorporators, who are personally known to me and who did take an oath.

Att. R. Redynne

Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of The William and Paula Rogers Foundation, Inc. as made in the foregoing Articles of Incorporation.

Dated: April 24th 2000

William F. Rogers, Jr.
William F. Rogers, Jr.

FILED
00 APR 25 AM 9:57
STATE OF FLORIDA
TALLAHASSEE, FLORIDA