

N00000002997



ACCOUNT NO. : 072100000032

REFERENCE : 685849 4355221

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 78.75

ORDER DATE : May 4, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 685849-005

CUSTOMER NO: 4355221

600003239606--5

CUSTOMER: Ms. Susan A. Calistri
COLLINS, BROWN, CALDWELL
COLLINS, BROWN, CALDWELL
756 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: RED STICK FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 PM 12:07

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY -4 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -4 PM 12: 07

ARTICLES OF INCORPORATION

RED STICK FOUNDATION, INC.

I, the Incorporator, being a natural person of the age of twenty-one years or more and a citizen of the United States, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Red Stick Foundation, Inc. and it shall be referred to herein as the "Corporation."

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of such Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.
3. No substantial (no part of the activities of a private foundation may be used to influence legislation as defined in Section 4945) part of the activities of the Corporation shall be the carrying on of 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.
4. 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.

ARTICLE III

Operation as a Private Foundation

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. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The provisions of Chapter 617.0835 of the Florida Statutes dealing with the operation of private foundations shall supplement, and shall not limit, the provisions of these Articles.

ARTICLE IV

Dissolution of the Corporation

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational 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 (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE V

Membership; Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The

Board of Directors will be elected under a method to be stated in the bylaws of the Corporation.

ARTICLE VI
Registered Agent

The name and address of the initial registered agent and registered office are:

Susan A. Calistri
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VII
Initial Principal Office

The name and address of the initial principal office of the Corporation are:

Red Stick Foundation, Inc.
c/o Susan A. Calistri
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII
Indemnification

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

ARTICLE IX
Amendment

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE X
Incorporation of Definition of Terms

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete. Executed this 2 day of May, 2000.



Susan A. Calistri
Incorporator
756 Beachland Boulevard
Vero Beach, FL 32963
(561) 231-4343

ATTACHMENT "A"

The Red Stick Foundation has been organized to support research, scholarships, and any and all other general charitable purposes, with support to be focused on, but not limited to, the needy communities of Indian River County, Florida, and such other locations as the members of the Board of Directors of the Foundation shall specify from time to time. The Board of Directors of the Foundation has the authority to modify this charitable mission from time to time; provided, however, that at no time shall the purposes be such as to disqualify the Foundation from charitable status.

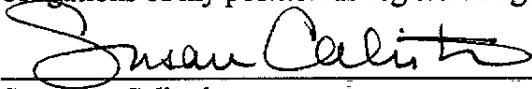
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RED STICK FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Susan A. Calistri
756 Beachland Boulevard
Vero Beach, Florida 32963

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Susan A. Calistri

5/2/2000
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 PM 12: 07