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REFERENCE : 689920 4718535

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 4: 04

ORDER DATE : May 8, 2000

ORDER TIME : 3:06 PM

ORDER NO. : 689920-005

CUSTOMER NO: 4718535

CUSTOMER: Robert M. Buckel, Esq
PORTER WRIGHT MORRIS & ARTHUR
PORTER WRIGHT MORRIS & ARTHUR
Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

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DOMESTIC FILING

NAME: SCHEFER FAMILY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
00 MAY -8 PM 3: 54
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/9/00

ARTICLES OF INCORPORATION

OF

SCHEFER FAMILY FOUNDATION, INC.

(a Florida Nonprofit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -8 PM 4: 05

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the Corporation is the SCHEFER FAMILY FOUNDATION, INC.

**ARTICLE 2
PURPOSE**

The general purposes for which the Corporation is organized are as follows:

A. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 3
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, and the mailing address of the Corporation is 1275 Galleon Drive, Naples, Florida 34102.

**ARTICLE 4
DURATION**

The term of the Corporation is perpetual.

**ARTICLE 5
DIRECTORS**

The method of the election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.

**ARTICLE 6
MEMBERS**

The Corporation shall have no members.

**ARTICLE 7
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be located at 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the registered agent of the Corporation at that address is Robert M. Buckel.

**ARTICLE 8
INCORPORATORS**

The names and addresses of the incorporators are as follows:

EDWARD A. SCHEFER	1275 Galleon Drive Naples, FL 34102
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FAY S. SCHEFER	1275 Galleon Drive Naples, FL 34102
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**ARTICLE 9
AMENDMENT**

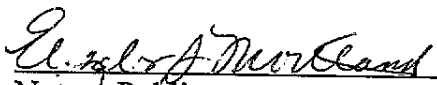
The Corporation reserves the right, by the affirmative vote of the majority of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

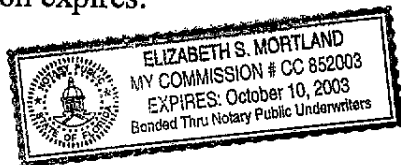
IN WITNESS WHEREOF, the undersigned, being the original subscribers, have signed these foregoing Articles of Incorporation on this 29th day of March, 2000.


EDWARD A. SCHEFER


FAY S. SCHEFER

Sworn to and subscribed before
me this 29th day of March, 2000.


Notary Public
My commission expires:



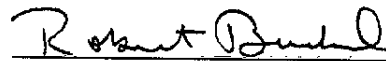
FILED
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DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

00 MAY -8 PM 4: 05

The undersigned hereby accepts the appointment as Registered Agent of the SCHEFER Family Foundation, Inc., which is contained in Article 7 of the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

Dated this 29th day of March, 2000.



ROBERT M. BUCKEL