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ACCOUNT NO. : 072100000032

REFERENCE : 811422 142393A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 78.75

ORDER DATE : August 25, 2000

ORDER TIME : 11:36 AM

ORDER NO. : 811422-005

CUSTOMER NO: 142393A

CUSTOMER: Edward E. Wollman, Esq
Wollman, Strauss & Associates,
P.a.
Suite 1
5129 Castello Drive
Naples, FL 34103

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DOMESTIC FILING

NAME: THE BLACKBURN FAMILY
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY .

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

THE BLACKBURN FAMILY FOUNDATION, INC.

a Florida not-for-profit corporation

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DIVISION OF CORPORATIONS

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ARTICLE I
NAME

The complete legal name of the Corporation is:

THE BLACKBURN FAMILY FOUNDATION, INC.

and the business address of the Corporation is:

7021 Verde Way
Naples, FL 34108

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual. These Articles of Incorporation shall be effective immediately upon filing with the Department of State of the State of Florida.

ARTICLE III
PURPOSE

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized exclusively for charitable, scientific, literary, educational, testing for public safety, preventing the cruelty to children or animals, and religious purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include, but not be limited to acquiring by gifts and donations, funds to be donated to other charitable entities as defined in Section 501(c)(3).

ARTICLE IV
DIRECTORS

(a) This Corporation shall have at least three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws or by resolution of the Board of Directors, but shall never be less than three (3).

(b) A director may be removed with or without cause by a majority of the board of Directors at any regular or special meeting.

(c) Directors shall be elected by the Board of Directors in the manner stated in the Bylaws.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at:

5129 Castello Drive
Naples, FL 34103.

and the name of the initial registered agent shall be:

Jerome M. Strauss, Esq.

ARTICLE VI
SPECIAL PROVISION

(a) This Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. No substantial 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. Notwithstanding any other provision of this document, the Corporation 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, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county 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 VII
INCORPORATOR

The name and address of the Incorporating Director to the Articles of Incorporation and principal office address is:

Myrle A. Blackburn
7021 Verde Way
Naples, FL 34108

ARTICLE VIII
NO MEMBERSHIP

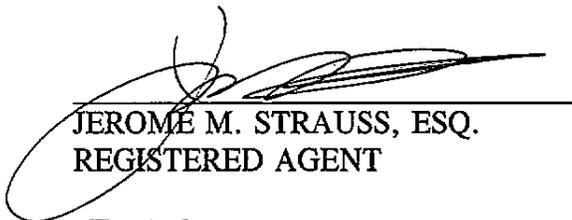
The Corporation shall have no membership.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed below in accordance with Subsection 6(b), of Section 617.01201, Florida Statutes, this 26th day of July, 2000.



MYRLE A. BLACKBURN
Incorporating Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0503 FLORIDA STATUTES.



JEROME M. STRAUSS, ESQ.
REGISTERED AGENT

DATED: July 26, 2000

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