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B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, RETIRED

September 26, 2000

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

FILED
SEP 27 AM 9:31
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA: Federal Express

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*****78.75 *****78.75

RE: BILL & GERA KENT FOUNDATION, INC.

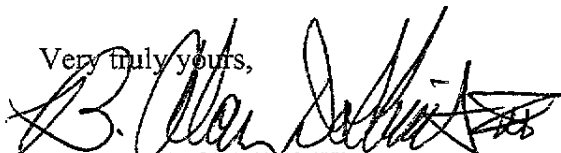
Gentlemen:

Enclosed for filing please find the Articles of Incorporation of the above-referenced not for profit corporation, Designation of Registered Agent and Registered Office.

Enclosed further, please find our firm's check payable to the Florida Department of State in the amount of \$78.75 representing a \$35.00 filing fee, \$35.00 Resident Agent fee and \$8.75 certified copy fee.

Please forward the certified copy to the undersigned in the enclosed Federal Express Envelope. If you have any questions concerning this filing, please contact me at the above phone number. Thank you for your attention to this matter.

Very truly yours,


B. ALAN DOBBINS III
For the Firm

BAD:kl
Enclosures

gjk 9/29

ARTICLES OF INCORPORATION

OF

BILL & GERA KENT FOUNDATION, INC.

FILED
00 SEP 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this Corporation is ***BILL & GERA KENT FOUNDATION, INC.***

ARTICLE II. - PURPOSES

(a) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, such property as the Corporation may from time to time possess, including all such property as may be paid over, transferred to or conveyed to or may become vested in the Corporation.

In furtherance of such purposes, the Corporation is empowered to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible, or any undivided interest therein, without limitation and to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be

contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation or any laws applicable thereto.

(b) No part of the net income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual (except that reimbursement for expenditures or the payment of reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes shall not be deemed to be a distribution of income or principal). No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute such portion of its income or capital as may be necessary 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 of 1986, 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 of 1986, 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 of 1986, 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 of 1986, 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations 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 such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be delivered to charities qualifying under Section 501(e) of the Internal Revenue Code selected by the Board of Directors of the Foundation.

ARTICLE III. - EXISTENCE

The term of existence of the Corporation shall be perpetual.

ARTICLE IV. - DIRECTORS

The Corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than two. Directors shall thereafter be elected at the annual meeting of the members or special meeting of the members called for that purpose.

The names and post office addresses of all members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
WILLIAM A. KENT	5755 Powerline Road Fort Lauderdale, Florida 33309
GERA KENT	5755 Powerline Road Fort Lauderdale, Florida 33309
RICHARD C. KENT	7520 Montgomery Road Cincinnati, OH 45236

ARTICLE V. - MEMBERS

Each Director of the Corporation shall be a Member of the Corporation. The Board of Directors may also prescribe in the By-Laws the manner in which additional members, if any, may be admitted or deleted.

ARTICLE VI. - MANAGEMENT AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors and officers. The Corporation's officers shall be a President, one or more Vice Presidents, the Secretary and the Treasurer of the Corporation, all of whom shall be elected annually by the Board of Directors.

The officers of the Corporation who shall serve until the first election or appointment under the Articles of Incorporation are:

President:	WILLIAM A. KENT
Vice President:	RICHARD C. KENT
Secretary:	GERA KENT
Treasurer:	GERA KENT

ARTICLE VII. - SUBSCRIBERS

The Subscriber to these Articles of Incorporation and his address is as follows:

<u>Name</u>	<u>Address</u>
WILLIAM A. KENT	5755 Powerline Road Fort Lauderdale, Florida 33309

ARTICLE VIII. - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the Initial Registered Agent and the address of the Initial Registered Office

are as follows:

<u>Name</u>	<u>Address</u>
<i>WILLIAM A. KENT</i>	<i>5755 Powerline Road Fort Lauderdale, Florida 33309</i>

ARTICLE IX. - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members and approved at a meeting of the Members, unless all the Directors and Members consent in writing to said amendment.

ARTICLE X. - BY-LAWS

The initial by-Laws of the Corporation shall be adopted by the first Board of Directors at their first meeting and shall thereafter be altered or rescinded any time by the Board of Directors.

ARTICLE XI. - TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions and dependencies, but the operation of the Corporation shall not be limited to such territory.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation this 15th day of August, 2000.


WILLIAM A. KENT

Having been named to accept service of process, as indicated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and comply with the provisions contained in Florida Statutes Chapter 48.091.


WILLIAM A. KENT
Registered Agent

FILED
00 SEP 27 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, in the County and State aforesaid, before me, an officer duly authorized and acting, personally appeared *WILLIAM A. KENT*, known to me to be the person described in the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 1 day of September, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

