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FLORIDA NON-PROFIT CORPORATION

ADRIAN S. GOULD FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
ADRIAN S. GOULD FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT

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TALLAHASSEE, FLORIDA

This is a nonprofit corporation, organized solely for general educational, charitable and scientific purposes pursuant to the Florida Corporation's Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the Corporation is: ADRIAN S. GOULD FOUNDATION, INC. The street address of the initial principal office and the mailing address of the Corporation is: 596 Admirals Way; Delray Beach, Florida 33483.

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Office of the Secretary of State.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which the Corporation is formed are:

A. For the advancement of charitable, educational and scientific purposes, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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ARTICLE IV

DIRECTORS ADMISSION

The qualification for directors and the manner of their admission shall be regulated by the By-Laws of this Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is 596 Admirals Way, Delray Beach, Florida 33483, and the name of the registered agent at such address is Lewis Gould.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be three (3); provided, however, that such number may be increased or decreased (but not below three) from time to time as provided in the By-Laws.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of Board of Directors.

Directors elected/appointed at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of Board of Directors following the election/appointment of Directors and until the qualification of the successors in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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ARTICLE VII

DIRECTORS - NAME AND STAREET ADDRESSES

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lewis Gould	596 Admirals Way Delray Beach, Florida 33483
Susan Gould	16875 Chartley Court Delray Beach, Florida 33484
Leonard Gould	9397 Fox Trot Lane Boca Raton, Florida 33496

ARTICLE VIII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE IX

EARNINGS AND ACTIVITIES OF THE CORPORAITON

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members (if any), 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 payment and distributions in furtherance of the purposes as set forth in Article III hereof.

B. 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.

C. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

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D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X

DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the 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 or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows: Lewis Gould, 596 Admirals Way, Delray Beach, Florida 33483.

ARTICLE XIII


INDEMNIFICATION

This Corporation may indemnify and insure its Officers and Directors to the fullest extent permitted by law.

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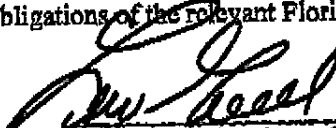
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The undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 13th day of October, 2000.


Lewis Gould, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the relevant Florida Statutes.


Lewis Gould, Registered Agent

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