CAPITAL CONNECTION, INC. inia Street, Suite 1 • Tallahassee, Florida 32301 1-800-342-8062 • Fax (850) 222-1222 *****70.00 *****70.00 Art of Inc. File_ LTD Partnership File_ Foreign Corp. File_ L.C. File____ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search Fictitious Owner Search_ Signature Vehicle Search Driving Record **京船部H 001 13名** UCC 1 or 3 File_ Requested by: UCC 11 Search Name Date UCC 11 Retrieval_ Will Pick Up Walk-In Courier_

174 Ponder's Printing - Thomasville, GA 8/00

ARTICLES OF INCORPORATION OF PAUL LEO HAYWOOD FOUNDATION, INC. A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation shall be: PAUL LEO HAYWOOD FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal address of the corporation at the time of incorporation is: 1725-3 Parkmeadows, City of Fort Myers, County of Lee, Florida.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to assist under-privileged children or any other individual who needs assistance. The Board of Directors will evaluate each individual and they will determine whom they think is in need of assistance and what they need.

ARTICLE IV DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all 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, education, 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 of 1954 (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 V MANNER OF ELECTION

- (a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of (number not less than 3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the (board of directors or members entitled to vote)
- (b) Election of Directors: The method of electing directors shall be as set forth in the bylaws.
- (c) Elective Officers: The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.
- (d) Standing Committees: This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of (three) persons and an admission committee of (three) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE VI DEDICATION OF ASSETS

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

ARTICLE VII AMENDMENTS OF BY-LAWS

Subject to the limitations in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE VIII INITIAL DIRECTORS & OFFICERS

The following (number not less than three) persons shall serve the corporation as Directors until the first annual meeting or other meeting called to elect directors:

Name	Address	Title
Hank Jungle	1725-3 Parkmeadows Drive Fort Myers, FL 33907	President
Patsy Jungle	1725-3 Parkmeadows Drive Fort Myers, FL 33907	Secretary
Daniel Kelly	15048 Tamarind Cay Court Fort Myers, FL 33908	Treasurer

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is: 1725-3 Parkmeadows Drive, City of Fort Myers, County of Lee, Florida, and the name of the Corporation's initial registered agent at such address is Hank Jungle.

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 statutes relative to the proper and complete performance of my duties.

Hank Jungle Registered Agent

ARTICLE X INCORPORATORS

OCT 13 PN 1:

The name and address of the incorporator is:

Name

Address

Hank Jungle

1725-3 Parkmeadows Drive Fort Myers, FL 33907

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this // day of _________, 2000 .

Hank Jungle, Aresident