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October 12, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
00 OCT 18 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Re: **JOSEPHINE S. MARTIN FOUNDATION FOR THE PRESERVATION  
OF THE LATIN LANGUAGE, INC., a Florida Non-Profit Corporation**

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for **JOSEPHINE S. MARTIN FOUNDATION FOR THE PRESERVATION OF THE LATIN LANGUAGE, INC.**, a Florida Non-Profit Corporation, together with our check in the amount of \$78.75 to cover the filing fee. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Sincerely,

  
Karen Haury  
Legal Assistant to Herbert Elliott

/klh  
Enclosures

F. CHESTER OCT 18 2000

ARTICLES OF INCORPORATION

OF

**JOSEPHINE S. MARTIN FOUNDATION FOR THE  
PRESERVATION OF THE LATIN LANGUAGE, INC.  
A FLORIDA NON-PROFIT CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

**JOSEPHINE S. MARTIN FOUNDATION FOR THE  
PRESERVATION OF THE LATIN LANGUAGE, INC.**

The principal place of business of this corporation shall be:

35 West Lemon Street  
Tarpon Springs, FL 34689

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes, pursuant to the Florida Corporations Not for Profit Act, Chapter 617, Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purpose for which this corporation is formed is to encourage the production and authorship of theatrical productions in the Latin language, especially in elementary and secondary schools in the United States.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and non-profit purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

#### ARTICLE IV. TERM

This corporation shall have a perpetual existence.

#### ARTICLE V. MEMBERSHIP AND DIRECTORS

The corporation and its members and directors, including the authorized number and qualifications of the members and directors of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and directors, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

#### ARTICLE VI. SUBSCRIBER

The name and residence address of the subscriber of this corporation is as follows:

Charles Patrick Martin, Jr.  
2877 Keystone Road  
Tarpon Springs, FL 34689

#### ARTICLE VII. PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas.

(b) The name and address of this corporation's registered agent is Herbert Elliott, 35 West Lemon Street, Tarpon Springs, FL 34689.

#### ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) EXECUTIVE COMMITTEE. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the membership of the corporation. The bylaws of this corporation shall determine the manner in which Executive Committee members are elected or appointed.

(b) CORPORATE OFFICERS. The corporation shall elect the following officers, who shall serve as the Executive Committee: President, Vice-President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

President	Charles Patrick Martin, Jr.
Vice-President	Herbert Elliott
Secretary	Charles Patrick Martin, Jr.
Treasurer	Herbert Elliott

#### ARTICLE IX. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporations Not for Profit Act of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth therefor in the bylaws.

#### ARTICLE X. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable and non-profit 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 private individual.

#### ARTICLE XI. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable and non-profit purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of a majority of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on October 12, 2000.

*Charles Patrick Martin, Jr.*  
Charles Patrick Martin, Jr.

STATE OF FLORIDA  
COUNTY OF PINELLAS

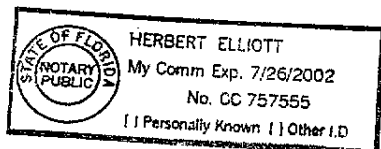
The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of October, 2000, by Charles Patrick Martin, Jr., who is personally known to me.

*[Signature]*

NOTARY PUBLIC  
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



*[Signature]*

Herbert Elliott

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