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DATE: 12/7
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Corporation(s) Name

THE LAUFENBACH Family Foundation, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Amendment
- Merger
- Foreign
- LLC
- Dissolution
- Withdrawal
- Limited Partnership
- Reinstatement
- UCC () 1 or () 3
- UBR
- Fictitious Name
- Other
- Ch. RA

Articles

***Special Instructions**

- Certified Copy
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Copies To:
Jeffrey Butterfield
Thank You!

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DIVISION OF CORPORATION

SMITH DEC 07 2000

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

THE LAUTENBACH FAMILY FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1611 Galleon Drive
Naples, Florida 34102

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The Corporation is organized and shall be operated exclusively as a private foundation for religious, charitable, scientific, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are to receive and administer funds for religious, charitable, scientific and educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to give, convey or assign any of its property outright or upon lawful terms regarding the use thereof, to other organizations organized and operated exclusively for religious, charitable, scientific or educational purposes or 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, this Certificate of Incorporation, the By-laws of the Corporation, or any laws applicable thereto.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Directors will be elected at an annual meeting of the of the Board of Directors by an affirmative vote of a majority of the Directors then in office, and each shall continue in office until his successor is elected or qualified unless the Board of Directors, at an annual meeting, determines that there is to be no such immediate successor, or until his death, resignation or removal.

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ARTICLE V INITIAL DIRECTORS/OFFICERS

The name and addresses of the Initial Directors and Officers of the Corporation are as follows:

Ned C. Lautenbach - Director, President and Treasurer
1611 Galleon Drive
Naples, Florida 34102

Cynthia R. Lautenbach - Director, Secretary
1611 Galleon Drive
Naples, Florida 34102

John B. Lautenbach - Director
28 Crescent Lane
Sudbury, MA 01776

Jeffrey R. Lautenbach - Director
1203 Stilson Road
Fairfield, CT 06430

Sherry L. Murphy - Director
201 West 16th Street, #6A
New York, NY 10011

Allison A. Reiling - Director
263 Beacon Street, #4
Boston, MA 02116

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Ned C. Lautenbach
1611 Galleon Drive
Naples, Florida 34102

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Ned C. Lautenbach
1611 Galleon Drive
Naples, Florida 34102

ARTICLE VIII OTHER INFORMATION

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, profits or net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes, and no trustee, officer, or director of the

corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No part of the activities of the corporation shall be devoted to the carrying on of propaganda activities, or efforts to otherwise influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all of 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, educational, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a judgment of the court of competent jurisdiction to an organization or organizations qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) whose purposes are exclusively for one or more of the charitable, religious, educational or scientific purposes above described.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ned C. Lautenbach
Ned C. Lautenbach, Registered Agent

11-24-00
Date

Ned C. Lautenbach
Ned C. Lautenbach, Incorporator

11-24-00
Date

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