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FLORIDA NON-PROFIT CORPORATION

R.J. SANDERS FOUNDATION, INC.

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ARTICLES OF INCORPORATION

OF

R. J. SANDERS FOUNDATION, INC.

a Florida Corporation Not for Profit

In Compliance with Chapter 617, Florida Statutes, (Not for Profit), the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

- (a) The name of the corporation is: R. J. Sanders Foundation, Inc.
- (b) The existence of the corporation shall be perpetual.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

3049 6th Street South
St. Petersburg, FL 33705

ARTICLE III

PURPOSES

The purpose for which the Corporation is formed, and the business and the objects to be carried on and performed by it is to advance the purposes of the Arthritis Foundation,

Prepared by:
Joseph C. Skalski
14010 Roosevelt Boulevard, Suite 708
Clearwater, FL 33762
(727) 536-5001
Florida Bar No. 0802085

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Inc., for the creation of a source of perpetual income for the Arthritis Foundation, Inc. The Corporation shall provide a means whereby the public may make a gift to benefit the Arthritis Foundation, Inc. in perpetuity rather than to make a direct gift to the Arthritis Foundation, Inc. The Corporation will provide donors to the Arthritis Foundation, Inc. an alternative giving program designed to protect the principal of their gift in perpetuity while paying the income earned on the investment of such principal to the Arthritis Foundation, Inc., at least annually. The Corporation shall provide a means whereby the activities of the Arthritis Foundation, Inc. gain greater public awareness and whereby funds may be raised in support of the ongoing programs and services of the Arthritis Foundation, Inc. In furtherance of the above, the Corporation is authorized to do the following:

- (a) To support, promote, advance and strengthen, within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, the Arthritis Foundation, Inc., a not-for-profit corporation described in Section 501(c)(3) of the Code and in Section 509(a)(1) and/or 509(a)(2) of the Code, and, in the discretion of the Board of Directors of the Corporation, to support other non-profit corporations organized for charitable, scientific, literary and educational purposes; provided that each corporation is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) and/or 509(a)(2) of the Code; and further provided that the corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.
- (b) To provide funds to or for the benefit of the Arthritis Foundation, Inc. which will enable the Arthritis Foundation, Inc. to achieve its charitable, scientific, and educational objectives.

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- (c) To own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- (d) To own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- (e) To contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.
- (f) To collect from charitable persons, firms and corporations, either absolutely or in trust, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands, buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, exclusively for:

1. Religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, but no part of such corpus or income shall inure to or be spent for the benefit of any private Director, director or individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

2. The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of these Articles of Incorporation and shall each be regarded as independent, and construed as powers as well as purposes of the corporation. The

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Directors shall have complete discretion and control as to what portion of said property and property rights shall be devoted to each of said authorized purposes.

- (g) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or by an organization described in Section 509(a)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. This corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and upon dissolution of the organization, all of the assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be distributed to the Arthritis Foundation, Inc., provided said foundation shall at the time be a tax-exempt organization qualified as such under the then existing United States Internal Revenue Code and regulations thereunder, and in the event it cannot so qualify or in the event it will not accept such assets, then all of the assets of the Corporation shall be distributed to such organizations organized and operated exclusively for charitable, educational 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 corresponding section of any future Federal tax code as the Board of Directors shall determine, or shall be distributed to the Federal, State or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

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- (h) Subject to the foregoing restrictions, to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations provided such exercise is in furtherance of the Corporation's stated purposes, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- (i) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors and such officers as they shall designate to perform the executive functions of the operation of the corporation. The Board of Directors shall be elected by the members of the corporation and shall consist of not less than five (5) nor more than one hundred (100) persons, the exact number to be determined and governed by the By-Laws. The five following named persons shall serve as the original Board of Directors:

<u>Name</u>	<u>Address</u>
Robert J. Sanders	3049 6 th St. S. St. Petersburg, FL 33705
Jerry Molyneux	6117 5 th West Idaho Falls, Idaho

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Suzette Myer

Merrill Lynch
One Progress Plaza
Suite 1400
St. Petersburg, FL 33701

Bertram E. Cutler

13575 58th St. N., #122
Clearwater, FL 33760

Peter Corrado

Arthritis Foundation, Florida Chapter, Inc
303 Banyan Blvd. Suite 401
West Palm Beach, FL 33401

who shall serve until the next annual meeting of the members of the corporation or until their successors are elected.

Thereafter, at the annual meeting of the members of the corporation, the Board of Directors shall be elected each year for a one (1) year term. The Board of Directors shall serve without compensation. One or more members of the Board of Directors may be appointed from time to time by the Arthritis Foundation, Inc., and failing such appointment the Board of Directors shall maintain a close and continuous working relationship with the Board of Directors of the Arthritis Foundation, Inc.

ARTICLE V

POWERS

This corporation shall have all powers granted by applicable Florida law to not-for-profit corporations as provided in Section 617.0302, Florida Statutes subject to the following limitations and restrictions:

(a) **Powers Limited to Stated Purpose.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its shareholders, 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 payments

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and distributions in furtherance of the purposes set forth in Article III hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 or

2. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

3. by an organization described in Section 509(a)(3) of the Internal Revenue Code.

(b) The corporation shall strive to obtain funds to be used for the benefit of the corporation, either through endowments, gifts, membership dues, charges, devises, bequests, or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the corporation, until a successor shall be appointed by the Board of Directors, is Joseph C. Skalski, and the street address of the initial registered agent is 14010 Roosevelt Blvd., Ste. 708, Clearwater, FL 33762.

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ARTICLE VII

OFFICERS

The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer, and any assistant Vice Presidents, Secretaries and/or Treasurers as the Board of Directors may appoint from time to time. The Directors shall elect the officers of this corporation each year at the annual meeting for terms of one (1) year. Officers shall serve until their successors are elected and have qualified. The officers may be but need not be members of the Board of Directors. The following named persons shall serve as the officers of this corporation until the first election of officers:

President.....Robert J. Sanders

Vice President.....Jerry Molyneux

Secretary.....Robert J. Sanders

Treasurer.....Robert J. Sanders

ARTICLE VIII

MEMBERS

The membership of this corporation shall consist of citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

(a) All persons herein named as subscribers and members of the Board of Directors.

(b) Other qualified persons nominated by any member of this corporation and elected to membership by a three-fifths (3/5) vote of the Board of Directors of this corporation.

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ARTICLE IX

ANNUAL MEETING

The annual meeting of members and of the Board of Directors shall be held on the 1st day of October of each year. Special meetings may be called and held as provided in the By-Laws of this corporation.

ARTICLE X

BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of the Board of Directors. Thereafter, the By-Laws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by at least a three-fifths (3/5) vote of those Directors present and voting so long as they do not conflict with the provisions of these articles.

ARTICLE XI

INCORPORATORS

The name and street address of the incorporator for these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert J. Sanders	3049 6 th St. S. St. Petersburg, FL 33705

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ARTICLE XII

NONSTOCK BASIS

This corporation is organized under Chapter 617, Florida Statutes as a not-for-profit corporation on a nonstock basis. This corporation shall not issue shares of stock.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the affirmative vote of three-fifths (3/5) of the Board of Directors of this Corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his/her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

IN WITNESS WHEREOF the undersigned incorporator has hereunto set his hand and seal this 7th day of December, 2000.

 (Seal)
Robert J. Sanders

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared Robert J. Sanders as Subscriber of R. J. Sanders Foundation, Inc., a Florida not-for-profit corporation, to me well known, and known to me to be the person described in and who executed the foregoing instrument as such

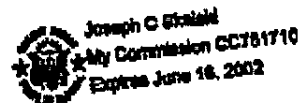
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officer of such corporation, and he acknowledged to and before me that he executed the instrument as such officer of the corporation, and that the instrument is the free act and deed of the corporation.

WITNESS my hand and official seal this 7th day of December, 2000.


Notary Public
My commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is R. J. Sanders Foundation, Inc.
2. The name and address of the registered agent and office is: Joseph C. Skalski, 14010 Roosevelt Blvd., Ste. 708, Clearwater, FL 33762.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12/7/2000


 Joseph C. Skalski

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