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January 26, 2001

Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

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-01/29/01--01078--011
*****70.00 *****70.00

Re: Bob and Jean Noell Charitable Foundation, Inc.

Dear Sir/Madame:

Enclosed for filing are the Articles of Incorporation and Acceptance of Registered Agent of the Bob and Jean Noell Charitable Foundation, Inc., a not for profit corporation, along with a check in the sum of $70.00.

Please return the approved Articles to:

William G. Mayhew, Esq.
4530 Central Avenue
St. Petersburg, FL 33711

Thank you.

Very truly yours,

William G. Mayhew

WGM:mlm
Enc.

FILED
01 JAN 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BOB AND JEAN NOELL CHARITABLE FOUNDATION, INC.

The undersigned being natural persons acting as Incorporators of a corporation not for profit under Chapter 617, Florida Statutes, adopt and file the following Articles of Incorporation for such non-profit corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this Corporation is: Bob and Jean Noell Charitable Foundation, Inc.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSES AND POWERS

A. This corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, the 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, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

B. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986, or the corresponding provision of any future United State Internal Revenue law.

C. The purposes for which this corporation is formed are as follows:

1. To improve the educational opportunities for the children of traveling show people, those people employed full-time by traveling circuses, carnivals, side shows, and amusement companies.

2. To improve health services to the children of needy traveling show people, as the term "needy" is defined by the by-laws of this corporation.

3. To support and encourage efforts, including education and research, to discover an effective treatment and/or cure for Sarcoidosis.

4. To support and encourage efforts to preserve historic industrial objects in the form of new art objects.

5. To support other approved charitable causes.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to said purposes or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not be limited to:

(a) To sue an be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(b) To adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

(c) To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

(d) To adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;

(e) To increase, as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof;

(f) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

(g) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country;

(h) To purchase, take, receive, lease, take by gift, devise, bequeath, or otherwise acquire, hold, improve, use, or otherwise deal in or with real or personal property, or in any interest therein, wherever

situated;

(i) To acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

(j) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

(k) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) To lend money for its corporate purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Section 617.0833, Florida Statutes, and provided that said action has the prior written consent of two-thirds (2/3) of the Board of Directors of the corporation.

(m) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;

(n) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;

(o) To merge with other corporations, for profit or not-for-profit, domestic or foreign, if the surviving corporation is a corporation not for profit.

None of the objects, purposes and powers herein above set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV

The property of this corporation is irrevocably dedicated to religious, charitable, scientific and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer, or member thereof or to the benefit of any private person. Upon the winding up and dissolution of the corporation, its assets remaining after payment (or the provision for payment) of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

A. The corporation will distribute its income for each tax year at such time and in such manner as not to be subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

D. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

E. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI: DIRECTORS

This corporation shall have at least five (5) Directors. The manner in which the directors are to be elected or appointed shall be governed by the bylaws of the corporation.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The post office mailing address of the initial registered office of this Corporation in the State of Florida, is 700 Tuskawilla Street, Clearwater, Pinellas County, Florida 33756-3450. The Board of Directors from time to time may move the registered office to any other address in the State of Florida. The name and residence and mailing address of the Resident Agent is Robert E. Noell, Jr., 1232 Adams Avenue, Clearwater, Florida 33756. Said Registered Agent, by virtue of this signature on the last page of these Articles of Incorporation acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation.

ARTICLE VIII: INCORPORATORS

The name and residence address of the incorporators are as follows: Robert E. Noell, Sr. and Jean L. Noell, P.O. Box 727, Ozona, Florida 34660.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this ____ day of January, 2001.

Robert Noell, Sr., Incorporator
P.O. Box 727
Ozona, FL 34660

Jean Noell, Incorporator
P.O. Box 727
Ozona, FL 34660

Witnesses:

Calvin W. Beaty

Melanie S. Klasek

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Date: 1/17/01

Robert E. Noell, Jr., Resident Agent

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT PURSUANT TO THE PROVISIONS 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 AGENT IN THE STATE OF FLORIDA.

The name of the corporation is: Bob and Jean Noell Charitable Foundation, Inc.

The name and address of the Registered Agent are:

Robert E. Noell, Jr.
1232 Adams Avenue
Clearwater, Florida 33756

Having been named as Resident 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: January 17, 2001.

Robert E. Noell, Jr., Resident Agent