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FLORIDA NON-PROFIT CORPORATION

QE FOUNDATION, INC.

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01 MAR 27 PM 2:57

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B. McKnight MAR 27 2001

ARTICLES OF INCORPORATION
OF
QE FOUNDATION, INC.
a Florida not for profit corporation

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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the not for profit corporation is QE Foundation, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 9561 Campbell Circle, Naples, Florida 34109.

ARTICLE III
PURPOSE

The Corporation is a not for profit corporation. The purpose for which the Corporation is organized is to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be three (3). The method of election of directors and the number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with Bylaws adopted by the directors, but shall never be less than three (3) directors. The initial directors shall hold office until the first annual meeting of the corporation or until successors are elected or qualified. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the Corporation is George Riccio, 9561 Campbell Circle, Naples, FL 34109.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify any officer, director and/or member, or any former officer, director and/or member, to the full extent of the law.

ARTICLE VII

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or

in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII


DISTRIBUTION OF ASSETS

On 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 not for profit 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 corresponding provisions of any subsequent federal tax laws.

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IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of this Corporation has executed these Articles of Incorporation this 28th day of February, 2001.


QE FOUNDATION, INC.
a Florida not for profit corporation


George Ricci, Chairman
9561 Campbell Circle
Naples, FL 34109

STATE OF FLORIDA }
COUNTY OF COLLIER }

BEFORE ME, the undersigned authority, personally appeared George Ricci, Chairman of the Board of Directors of QE Foundation Inc., and he acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed. George Ricci is () personally known to me or () presented his driver's license as identification.

WITNESS my hand and seal this 28th day of February, 2001.


Notary Public Sandra Miller
My Commission expires _____



QE FOUNDATION, INC.

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.


George Ricci

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TALLAHASSEE FLORIDA