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PLEASE REPLY TO:

PALM BEACH OFFICE

01 APR 23 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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OF COUNSEL  
PHILIP H. REID, JR.

\*Also admitted in North Carolina

April 19, 2001

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

Re: Lawrence R. Hyer Foundation, Inc.

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-04/23/01 --01098--001  
\*\*\*\*131.25 \*\*\*\*\*87.50

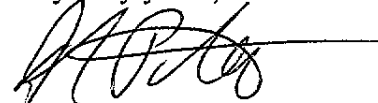
Dear Sir or Madam:

Enclosed please find the firm's check in the amount of \$131.25 made payable to the Division of Corporations. Also enclosed for filing please find the following original documents:

1. Articles of Incorporation of Lawrence R. Hyer Foundation, Inc.; and
2. Certificate of Designation Registered Agent/Registered Office of Lawrence R. Hyer Foundation, Inc.

Please file the documents accordingly. Please provide the firm with a Certificate of Status upon said filing. Should you have any questions related to this matter, please do not hesitate to call me.

Very truly yours,



Frank T. Pilotte

FTP/ps

Enclosures

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D. WHITE APR 25 2001

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**LAWRENCE R. HYER FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act (the "Act"), does hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is: LAWRENCE R. HYER FOUNDATION, INC. (the "FOUNDATION").

**ARTICLE II.**

The principal place of business and mailing address of the corporation is address of the corporation is 2575 Lake Avenue, Sunset Island #2, Miami Beach, FL 33140.

**ARTICLE III.**

The purposes for which the corporation is organized are:

A. To receive and administer funds exclusively for charitable, scientific, religious or literary purposes within the meaning of §501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the Code in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provision of any future federal tax laws of the United States.

B. To promote charitable, scientific, religious, or literary activities; in furtherance of these purposes, in the discretion of the Board of Directors, to make donations, gifts, contributions, and loans without interest out of its net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients).

C. To acquire, receive, purchase, or take by gift, grant, devise, bequest or otherwise, any real, personal or mixed property, or any interest therein, of every kind and description, wheresoever the same may be situated, from any source, and without limit as to the amount, including without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the FOUNDATION, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same; to borrow money from any person, firm or corporation and to issue notes of obligations of the FOUNDATION from time to time for any of the objects or purposes of the FOUNDATION and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the FOUNDATION without limit as to amount; and to have one or more officers carry on the operations and exercise the powers of the FOUNDATION.

D. To dispose of any property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the FOUNDATION without limitation, except such limitations, if any, as may be

contained in the instrument under which such property is received, or these Articles of Incorporation, the By-Laws of the FOUNDATION, or any applicable law.

E. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

#### ARTICLE IV.

A. It is the intention of the FOUNDATION at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The FOUNDATION shall not be operated for profit, and no part of the net earnings of the FOUNDATION shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the FOUNDATION, or any private individual (except that reasonable compensation may be paid for services rendered to the FOUNDATION and payments and distributions may be made in furtherance of the Foundation's purposes), and no member, trustee, director, or officer of the FOUNDATION or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the FOUNDATION.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the FOUNDATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE V.

A. Notwithstanding any other provision of these Articles of Incorporation, for any year during which the FOUNDATION may be a “private foundation” within the scope of Section 509 of the Code.

1. The FOUNDATION will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The FOUNDATION will not engage in any act of self-dealing as defined in section 4941 (d) of the Code.
3. The FOUNDATION will not retain any excess business holdings as defined in Section 4943 (c) of the Code.
4. The FOUNDATION will not make any investments in such manner as subject it to tax under Section 4944 of the Code.
5. The FOUNDATION will not make any taxable expenditures as defined in Section 4945 (d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the FOUNDATION shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code.

#### ARTICLE VI.

The number of members of the corporation, the qualifications for members and the manner of their admission shall be stated in the By-Laws of the corporation, but in no event shall the number of members be less than one (1). Lawrence R. Hyer is the initial Member of the Corporation. Additional members may be selected in accordance with the By-laws of the Corporation.

#### ARTICLE VII.

The street address and city of the initial registered office of the corporation are 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480; and the name of the initial registered agent at such address is Frank T. Pilotte.

#### ARTICLE VIII.

The number of the directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Lawrence R. Hyer | 2575 Lake Avenue<br>Sunset Island #2<br>Miami Beach, FL 33140          |
| Lenne Gapstur    | 340 Royal Palm Way<br>Suite 100<br>Palm Beach, FL 33480                |
| Simone Hoover    | 700 North Olive Street<br>P. O. Box 21704<br>West Palm Beach, FL 33401 |

The directors shall be elected as provided in the By-Laws.

ARTICLE IX.

This corporation is organized under a non-stock basis.

ARTICLE X.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Code or corresponding section of any prior or future law, or to the Federal, State, or Local government exclusively for public purpose.

ARTICLE XI.

The name and address of the incorporator is:

Name

Frank T. Pilotte


Address

c/o Murphy, Reid, Pilotte, Ord & Austin  
340 Royal Palm Way  
Suite 100  
Palm Beach, FL 33480

Dated: April 19, 2001.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator:

  
\_\_\_\_\_  
Frank T. Pilotte

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19 day of April,  
2001, by Frank T. Pilotte, who is personally known to me who did / did not take an oath.

[Notary Seal]

Patricia A. Schaefer  
Notary Public  
Print Name: Patricia A. Schaefer  
My Commission No. CC750478  
My Commission Expires: 6/11/02



Patricia A. Schaefer  
MY COMMISSION # CC750478 EXPIRES  
June 11, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.



