

NO1000005852

Murphy, Reid, Pilotte, Ord & Austin

A Partnership of
Professional Associations

ATTORNEYS AT LAW

SUITE 100

340 ROYAL PALM WAY

PALM BEACH, FLORIDA 33480-4347

TELEPHONE (561) 655-4060

FAX (561) 832-5436

EMAIL: fpilotte@murphyreid.com

PLANTATION PLAZA

6606 20TH STREET

VERO BEACH, FLORIDA 32966-7902

KEITH C. AUSTIN, JR., P.A.
MATTHEW L. FERGUSON
EUGENE W. MURPHY, JR., P.A.
GEORGE P. ORD, P.A.
TASHA K. PEPPER-DICKINSON *
FRANK T. PILOTTE, P.A.

OF COUNSEL
PHILIP H. REID, JR.

*Also admitted in North Carolina

PLEASE REPLY TO:

PALM BEACH OFFICE

TELEPHONE (561) 567-6480

VERO FAX (561) 562-0220

August 9, 2001

800004531228--9
-08/13/01--0126--018
****131.25 *****87.50

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

Re: Helen Atwater-Rich Rosburg and James A. Rosburg Foundation, Inc.

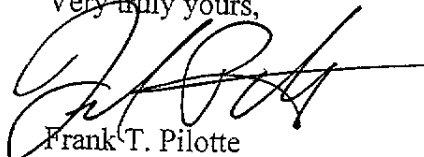
Dear Sir or Madam:

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 Helen Atwater-Rich Rosburg and James A. Rosburg Foundation, Inc.; and
2. Certificate of Designation Registered Agent/Registered Office of Helen Atwater-Rich Rosburg and James A. Rosburg 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

01 AUG 13 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

9
Daw
8/17/01

FTP/ps

Enclosures

f:\data\client\gapstur lenne\4796-022 rosburg foundation\ltr to division of corps.doc 8/9/01 ps

FILED

**ARTICLES OF INCORPORATION
OF**

01 AUG 13 AM 11:47

**HELEN ATWATER-RICH ROSBURG AND JAMES A. ROSBURG FOUNDATION,
INC.**

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is; HELEN ATWATER-RICH ROSBURG AND JAMES ROSBURG FOUNDATION, INC. (the "FOUNDATION"). The initial principal address of the corporation is: c/o Murphy, Reid, Pilotte, Ord & Austin, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

The purpose or 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 Section 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 to 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 and removal shall be stated in the By-Laws of the corporation, but in no event shall the number of members be less than one (1). The initial member of the corporation shall be HELEN ATWATER-RICH ROSBURG. Members of the corporation shall be selected by HELEN ATWATER-RICH ROSBURG and if HELEN ATWATER-RICH ROSBURG is no longer a member, additional members may be selected by a majority vote of all the members.

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>INITIAL MEMBER NAME</u>	<u>ADDRESS</u>
HELEN ATWATER-RICH ROSBURG	225 Seabreeze Avenue Palm Beach, FL 33480
JAMES A. ROSBURG	225 Seabreeze Avenue Palm Beach, FL 33480
LENNE A. GAPSTUR	340 Royal Palm Way Suite 100 Palm Beach, FL 33480

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

ADDRESS _____

FRANK T. PILOTTE

Murphy, Reid, Pilotte, Ord & Austin, P.A.
340 Royal Palm Beach, Suite 100
Palm Beach, FL 33480

Dated: _____

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 9th day of August, 2001, by FRANK T. PILOTTE, who is personally known to me who did / did not take an oath.


NOTARY PUBLIC

(Name of Notary / Printed or Typed)

My Commission Expires:

(SEAL)



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

FILED

01 AUG 13 AM 11:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

**HELEN ATWATER-RICH ROSBURG AND JAMES A. ROSBURG
FOUNDATION, INC.**

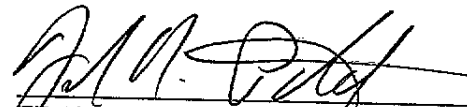
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HELEN ATWATER-RICH ROSBURG AND JAMES A. ROSBURG FOUNDATION, INC.**
2. The name and address of the registered agent and registered office is:

Frank T. Pilotte, Esq.
Murphy, Reid, Pilotte, Ord & Austin
340 Royal Palm Way, Suite 100
Palm Beach, FL 33480

ACKNOWLEDGMENT:

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.


FRANK T. PILOTTE, ESQ.
Registered Agent