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FLORIDA NON-PROFIT CORPORATION

The Stiles Family Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

THE STILES FAMILY FOUNDATION, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

THE STILES FAMILY FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

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

**c/o Stiles Corporation
300 S.E. 2nd Street, 10th Floor
Fort Lauderdale, FL 33301**

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to exclusively support and carry on activities of a charitable, religious, educational, scientific or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the By-Laws of the Corporation.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Terry W. Stiles
c/o Stiles Corporation
300 S.E. 2nd Street, 10th Floor
Fort Lauderdale, FL 33301**

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ARTICLE VI... INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

**Terry W. Stiles
c/o Stiles Corporation
300 S.E. 2nd Street, 10th Floor
Fort Lauderdale, FL 33301**

ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply.

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statement(s) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax law, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas for the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of September, 2001.

INCORPORATOR:

T. W. Stiles
TERRY W. STILES

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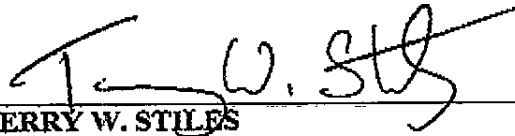
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent of **THE STILES FAMILY FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17 day of September, 2001.


TERRY W. STILES

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