

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA NON-PROFIT CORPORATION

COLDWELL BANKER CARES COMMUNITY FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight

SEP 25 2001

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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32368-0350

September 24, 2001

Mark A. Coel, P.A.
Law Offices
Weston Corporate Centre II
2700 E. Commerce Parkway
Suite 205
Weston, Florida 33331

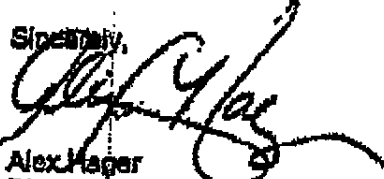
Dear Mr. Coel:

Re: "Coldwell Banker Cares Community Foundation, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,


Alex Hager
Director

AH:kr

cc: Keron Bayer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF COLDWELL BANKER CARES COMMUNITY FOUNDATION, INC.
A Florida Not-For-Profit Corporation

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

ARTICLE I
NAME

The name of the corporation shall be: Coldwell Banker Cares Community Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Corporation and its mailing address shall be 5971 Cattleridge Boulevard, Suite 202, Sarasota, Florida 34322.

ARTICLE III
PURPOSE

Section 1. The Corporation has been organized exclusively for charitable purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be to raise, receive, maintain and invest funds, and to make gifts and contributions of same to corporations, community chests, funds, foundations, municipal corporations

This document was prepared by:

Mark A. Coel, Esq.
2700 S. Commerce Parkway
Suite 305
Weston, FL 33331
Phone: (954)598-5610

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or political subdivisions created or organized in the United States or by any possession thereof or under the laws of the United States or of any state or territory, organized and operated exclusively for the purposes contemplated in Section 501(c)(3).

Section 3. All funds of the Corporation and any monies from its operation shall be used in furtherance of the purposes set forth above. All powers exercised herein shall be in conformance with Section 501(c)(3) of the Code and the regulations promulgated thereunder.

ARTICLE IV POWERS

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Florida Not-For-Profit Corporation Act. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;
- C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and
- D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

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ARTICLE V LIMITATIONS

Notwithstanding any other provisions of these Articles of Incorporation, in the event that it is determined that the Corporation is an organization described in Code Section 501(c)(3), the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE VI DISTRIBUTION OF SURPLUS ON DISSOLUTION

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, the remaining assets of the Corporation, after making provision for the payment of all the liabilities of the Corporation, shall be distributed to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall determine.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Weston Corporate Centre II, 2700 S. Commerce Parkway, Suite 305, Weston, FL 33331, and the name of the initial registered agent of this corporation at that address is Mark A. Coel, Esquire.

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**ARTICLE VIII
MEMBERS OF THE CORPORATION**

The Corporation shall have no Members, it being understood the Corporation's business and affairs shall be governed by a Board of Directors.

**ARTICLE IX
BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. The members of the Board of Directors of the Corporation, shall be elected, removed and hold office in the manner contemplated in the Corporation's Bylaws.

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

**ARTICLE X
BYLAWS**

Bylaws shall be adopted, altered, amended or replaced by a vote of the Board of Directors as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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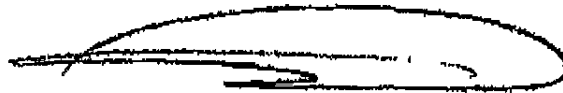
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**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator is:

Mark A. Coel, Esq.
Weston Corporate Centre II
2700 S. Commerce Parkway
Suite 305
Weston, FL 33331

IN WITNESS WHEREOF, for purposes of forming a not-for-profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 20 day of September, 2001.



Mark A. Coel

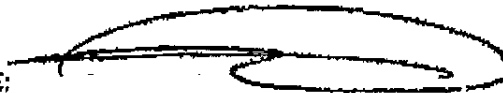
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, Coldwell Banker Cares Community Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5971 Cattlebridge Boulevard, Suite 202, Sarasota, State of Florida, has named MARK A. COEL, ESQUIRE, located at Weston Corporate Centre II, 2700 S. Commerce Parkway, Suite 305, City of Weston, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE:

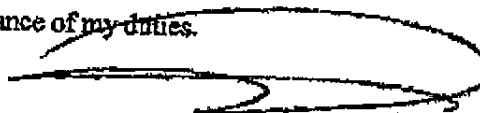


Mark A. Coel, Esq., Incorporator

DATE: September 20, 2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of such position and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:

Mark A. Coel
Registered Agent

DATE: September 20, 2001

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