

Rubino &
Associates, P.A.

Nicholas J. Rubino
Florida Board Certified
Wills, Trusts, Estate Law

David Pilcher

Timothy E. DePalma
Board Certified Trial Attorney
Counsel

Law Offices

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

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Re: THE SENGE FOUNDATION, INC. (NOT-FOR PROFIT CORPORATION)

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above corporation, as well as the Certificate Designating Registered Office and Registered Agent. I have enclosed our firm's check in the amount of \$78.75 for filing fee. Please file the Articles of Incorporation effective upon filing, and return a certified copy of the Articles to me at the above address.

Thank you for your attention to this matter.

Respectfully,
RUBINO & ASSOCIATES, P.A.

Susan I. Bretting
Susan I. Bretting
Paralegal to David Pilcher

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Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE SENGE FOUNDATION, INC.
a Florida Not-for-Profit Corporation

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for THE SENGE FOUNDATION, INC., pursuant to Florida Statute 617, Not-For-Profit Corporations, and does hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this Corporation shall be:

THE SENGE FOUNDATION, INC.

ARTICLE II.
GENERAL AND SPECIFIC PURPOSES

A. The primary purposes for which this Corporation is formed is for educational and charitable purposes.

B. The general purposes for which this Corporation is formed are to operate exclusively for such educational, scientific, literary, religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that code. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended, or under any other corresponding provision of any future United States Internal Revenue Code.

C. 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 a political campaign on behalf of any candidate for public office.

ARTICLE III. TERM

This Corporation shall have a perpetual existence.

ARTICLE IV. MANAGEMENT OF CORPORATE AFFAIRS

The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the Bylaws of the corporation.

The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interests in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees, provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private shareholder or individual and this Corporation shall not participate in any political campaign, by the publishing or distributing of statements, on behalf of, or in opposition to, any candidate for political office or engage in any political activity prohibited by the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE V.
INCORPORATOR**

The name and residence address of the Incorporator of this Corporation is as follows:

DAVID PILCHER
159 LOOKOUT PLACE
SUITE 101
MAITLAND, FLORIDA 32751

**ARTICLE VI.
LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

A. The county in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is the County of Orange, with its present address at P.O. Box 22925, Lake Buena Vista, Florida 32930. This shall also be its registered office and the corporation may change its registered office from time to time without amendment to the Articles of Incorporation.

B. The registered agent of this Corporation shall be:

Nicholas J. Rubino
159 Lookout Place
Suite 101
Maitland, Florida 32751

The Corporation may change its registered agent from time to time without amendment of this Articles of Incorporation.

**ARTICLE VII.
MANAGEMENT OF CORPORATE AFFAIRS**

A. **Board of Directors:** The corporation shall have a minimum of three (3) but not more than seven (7) directors as determined in accordance with the Bylaws of this Corporation. The number of the directors may be either increased or decreased in accordance with the Bylaws of this corporation, provided that the number of directors shall never be reduced below three (3). Directors shall

be selected and removed in accordance with the Bylaws of this corporation.

The names of the initial Board of Directors are as follows:

Gentry Akens
Ron DeVito
Jim Dellas
Charles Senge

B. **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Controller, and such other officers and the Bylaws of this Corporation may authorize the Board to elect from time to time. The following persons shall serve as the initial corporate officers:

NAME	POSITION
CHARLES SENGE	PRESIDENT
SUZIE LALONE	VICE PRESIDENT
SUZIE LALONE	SECRETARY
CHARLES SENGE	CONTROLLER

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-For-Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Board of Directors, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Board of Directors.

ARTICLE IX. 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 any director, officer, or any private individual.

ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolu-

tion shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any officer, or director of this Corporation. In the event that all of the corporate assets are not distributed as provided above, then the circuit court of the county in which the principal office of this Corporation is then located shall determine, for such purposes and to such organization or organizations that are organized and operated exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

ARTICLE XI. INCOME AND INVESTMENT RESTRICTIONS

A. This Corporation will distribute its income for each tax 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 Internal Revenue Code, or by a corresponding section of any future Federal tax code.

B. This Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

C. This Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

D. This Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or under a corresponding section of any future Federal tax code.

E. This Corporation will not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in their sole discretion. Amendments shall be adopted by the vote of a majority of the Directors of the corporation.

ARTICLE XIII. INDEMNIFICATION

This corporation shall be permitted to indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

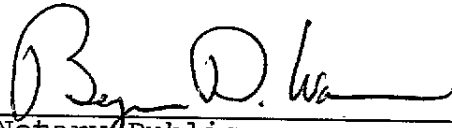
The undersigned, being the Incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 5th day of November, 2001.



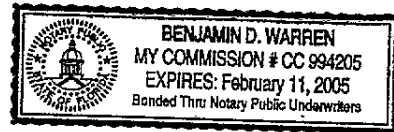
DAVID PILCHER
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me by DAVID PILCHER, who has produced a Florida Driver's License as identification, this 5th day of November, 2001.



Notary Public
My Commission Expires:



(Notarial Seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

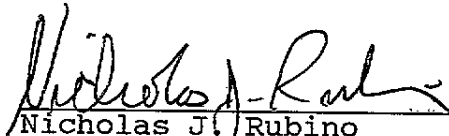
In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE SENGE FOUNDATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has named and designated NICHOLAS J. RUBINO as its Registered Agent to accept service of process within the State of Florida and his office is located at 159 Lookout Place, Suite 101, Maitland, Florida 32751,

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of November, 2001.



Nicholas J. Rubino
Registered Agent

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TALLAHASSEE FLORIDA