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John P. Seiler, Esquire,  
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additional office,  
Tampa, FL

December 7, 2001

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100004724711--8  
-12/13/01-01059-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Morcroft Foundation Corporation

Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$78.75 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	\$ 8.75
<b>TOTAL</b>	<b>\$ 78.75</b>

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible in the enclosed addressed and stamped envelope. Thank you for your assistance in this matter.

Sincerely,

Richard J. Zaden

RJZ:mmm  
Enclosures

RJZ\Morcroft\Foundation\Div Corp.Jtr

Richard Zaden GAVE

AUTHORIZATION BY PHONE TO  
CORRECT initial directors  
DATE 12-14-01  
DOC. EXAM cy

FILED  
01 DEC 13 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy 12/13

**ARTICLES OF INCORPORATION OF  
MORCROFT FOUNDATION CORPORATION  
a Florida not for profit Corporation**

The undersigned, acting as incorporator of a Florida corporation under the Florida not for profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is Morcroft Foundation Corporation.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 2516 NE 13<sup>th</sup> Street, Fort Lauderdale, Florida 33304 and the mailing address of the Corporation is the same.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of raising and distributing charitable funds for philanthropic purposes as well as any other lawful purpose not for pecuniary profit.

ARTICLE IV - CERTIFICATES OF MEMBERSHIP

The Corporation is authorized to issue 1000 units of Certificates of Membership.

ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Richard Zaden, Esquire

1749 Northeast 26th Street, Suite F  
Fort Lauderdale, Florida 33305

ARTICLE VI - INITIAL BOARD OF DIRECTORS

**FILED**  
01 DEC 13 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Corporation shall have : *Three* (3) director<sup>s</sup> to hold office until the first annual meeting of members and until successor(s) shall have been elected and qualified, or until the directors' earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

#### ARTICLE VII - INCORPORATOR(S)

The name and address of the person signing these Articles is:

Name

Address

Keith Morcroft

2516 NE 13<sup>th</sup> Street  
Fort Lauderdale, Florida 33304


#### ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the members. Any right conferred upon any member by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of December, 2001.

  
\_\_\_\_\_  
Keith Morcroft  
INCORPORATOR

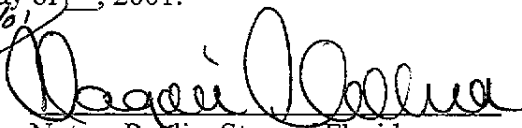


 Magali Medina  
My Commission CC779179  
Expires September 29, 2002

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

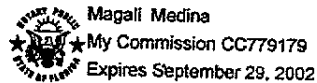
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Keith Morcroft, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this     day of     , 2001.

12/6/01  


Notary Public, State of Florida  
My Commission Expires:

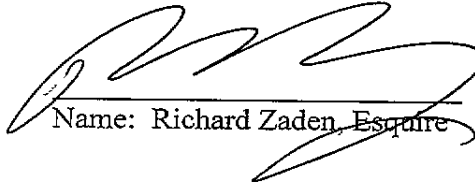
RJZ\Morcroft\Foundation\art-Inc.doc



## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Morcroft Foundation Corporation, as made in the foregoing Articles of Incorporation.

Date: 12/7/01

  
Name: Richard Zaden, Esquire

**FILED**  
01 DEC 13 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA