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## FLORIDA NON-PROFIT CORPORATION

ANDERSON-ROGERS FOUNDATION, INC

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ARTICLES OF INCORPORATION  
OF  
ANDERSON-ROGERS FOUNDATION, INC.

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THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: ANDERSON-ROGERS FOUNDATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 914 Grande Avenue, Key Largo, Florida, 33037.

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To engage in lawful acts, activity and business to raise funds from known private philanthropists so that these funds may be provided to other qualified charitable institutions for distribution to appropriate recognized recipients.
2. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
3. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
4. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution

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of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

6. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Hillsborough County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

8. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

#### ARTICLE IV

The manner in which the directors are elected or appointed shall be at the annual meeting of members, pursuant to the By-Laws.

#### ARTICLE V

The name and street address of the initial registered agent shall be: Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

#### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be: Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

## ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

President:	Sarah Anderson Pope
Vice President:	Sarah Anderson Pope
Secretary:	Sarah Anderson Pope
Treasurer:	Sarah Anderson Pope

## ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Porter W. Anderson, Jr.	914 Grande Avenue Key Largo, Florida 33037
Sarah Anderson Pope	327 West 19 Street, Apt. 1 New York, NY 10011
Charles H. Rogers	509 Monponsett Street Halifax, Massachusetts 02338

## ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code.

## ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of

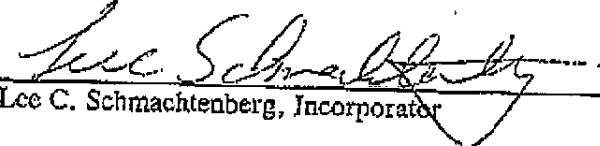
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the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days' notice of said meeting in writing.

## ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 21 day of December 2001.

  
Lee C. Schmachtenberg, Incorporator


Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.

  
Lee C. Schmachtenberg, Registered Agent

STATE OF FLORIDA )  
 ) ss  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Lee C. Schmachtenberg, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 21 day of December 2001.

  
Notary Public, State of Florida

My Commission Expires:



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