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**ROSSWAY MOORE
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**
MICHAEL J. SWAN
OF COUNSEL

February 27, 2002

TELEPHONE
(561) 231-4440
FACSIMILE
(561) 231-4430

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

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

600005040506--1
-03/04/02--01058--013
148.75 **70.00

Re: The Goodale Fund, Inc.

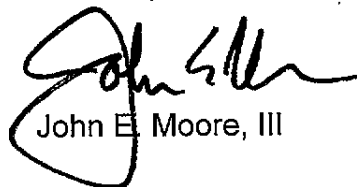
Dear Sir or Madam:

With respect to the above-referenced Florida not-for-profit corporation, enclosed please find one original, and one copy each, of the Articles of Incorporation (including the Registered Agent Designation) and Articles of Merger for filing pursuant to Florida Statutes Chapter 617.

This firm's check in the amount of \$148.75 is also enclosed in payment of fees for the Articles of Incorporation (\$35.00), Registered Agent Designation (\$35.00), Articles of Merger (\$70.00, i.e., \$35.00 for each of the two constituent corporations), and Certificate of Status (\$8.75). Please fax a letter of acknowledgement of receipt at your earliest convenience.

Thank you very much for your assistance.

Sincerely yours,


John E. Moore, III

encs.

cc: Stephen L. Goodale, w/encs.

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TALLAHASSEE, FLORIDA

3/12/02
New
Profit
Source

ARTICLES OF INCORPORATION OF THE GOODALE FUND, INC.

I, the sole Incorporator of the Goodale Fund, Inc., being a natural person of the age of twenty-one years or more and a citizen of the United States, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I Name

The name of this corporation shall be The Goodale Fund, Inc., and it shall be referred to herein as the corporation and as the Foundation.

ARTICLE II Principal Office/Place of Business & Mailing Address

The name and mailing address of the principal office and place of business of the Foundation shall be as follows:

The Goodale Fund, Inc.
c/o John E. Moore, III
5070 N. Hwy. A1A, Suite 200
Vero Beach, Florida 32963

ARTICLE III Purposes

The Foundation is organized for the following purpose or purposes:

The Foundation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of such Code.

ARTICLE IV Appointment & Election of Directors

The Foundation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Foundation shall be vested in a Board of Directors who shall have and may exercise all the powers of the Foundation as permitted by federal law,

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TALLAHASSEE, FLORIDA

state law, these Articles of Incorporation, and the By-Laws of the Foundation as such may be in effect or as amended from time to time. The initial directors of the corporation shall be appointed pursuant to Article V. Thereafter, directors of the corporation shall be elected at each annual meeting of the Board of Directors or as otherwise set forth in the By-Laws with respect to the filling of vacancies on the Board.

ARTICLE V Initial Directors

The initial directors of the corporation are hereby appointed as follows: Stephen L. Goodale, Margery C. Goodale and John E. Moore, III.

ARTICLE VI Registered Agent

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

John E. Moore, III
5070 N. Hwy. A1A, Suite 200
Vero Beach, Florida 32963

The registered agent has executed a certificate of designation setting forth his name and address, which is attached hereto and incorporated herein by reference.

ARTICLE VII Incorporator

The name and address of the incorporator are as follows:

Stephen L. Goodale
c/o John E. Moore, III
5070 N. Hwy. A1A, Suite 200
Vero Beach, FL 32963

The incorporator's signature and certification appear at the end of these Articles.

ARTICLE VIII Indemnification

The Foundation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

**ARTICLE IX
Amendment**

Any amendments to these Articles of Incorporation shall be made at a duly called meeting of the Board of Directors of the Foundation, notice of which shall specifically state the purpose thereof, and shall be approved by a majority of the directors then in office.

**ARTICLE X
Effective Date**

These Articles shall become effective upon filing with the Division of Corporations of the Florida Department of State.

Certification of Incorporator

I, Stephen L. Goodale, the sole Incorporator of The Goodale Fund, Inc., declare that I have reviewed the foregoing Articles of Incorporation of the Goodale Fund, Inc., and hereby certify that the foregoing Articles are true, correct and complete. I have therefore caused the foregoing Articles of Incorporation to be filed with the Division of Corporations of the Florida Department of State.

Dated: February 20, 2002



Stephen L. Goodale
Incorporator
The Goodale Fund, Inc.
c/o John E. Moore, III
5070 N. Hwy. A1A, Suite 200
Vero Beach, FL 32963
(772) 231-4440

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

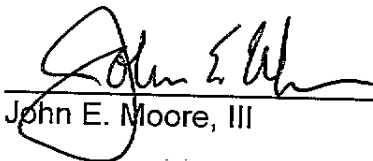
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Goodale Fund, Inc.
2. The name and address of the registered agent and office is:

John E. Moore, III
5070 N. Hwy. A1A, Suite 200
Vero Beach, Florida 32963

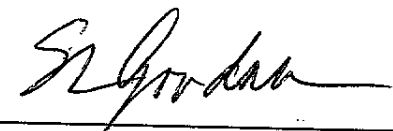
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:


John E. Moore, III

Date: February 20, 2002

Incorporator:


Stephen L. Goodale

Date: February 20, 2002

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