

N02000001759

**ROSSWAY MOORE  
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

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

JOHN E. MOORE, III\*  
BRADLEY W. ROSSWAY  
JAMES A. TAYLOR, III\*  
LISA R. HAMILTON  
JULIANN N. HICKEY  
THOMAS W. TIERNEY\*\*  
MICHAEL J. SWAN  
OF COUNSEL

October 16, 2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 OCT 17 PM 4:28

TELEPHONE  
(772) 231-4440  
FACSIMILE  
(772) 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

600008428506--7  
-10/17/02-01058-028  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: The Goodale Fund, Inc.**

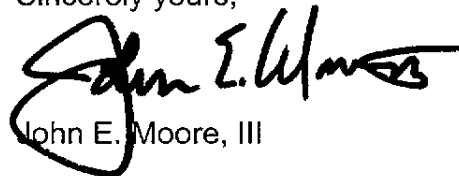
Dear Sir or Madam:

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 \$43.75 is also enclosed in payment of fees for the Articles of Amendment (\$35.00) and a Certified Copy (\$8.75). If possible, please fax a copy of the date-stamped filing acknowledgement to us at the above number at your earliest convenience, and please return the Certified Copy of the articles to us in the enclosed pre-paid FedEx envelope. If you have any questions, please call me at the above number.

Thank you very much for your assistance.

Sincerely yours,

  
John E. Moore, III

encs.

cc: Stephen L. Goodale, w/encs.

Amendment  
10/21/02  
DF

**ARTICLES OF AMENDMENT  
(AMENDING THE ARTICLES OF INCORPORATION)  
OF  
THE GOODALE FUND, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 OCT 17 PM 4:28

The Directors of The Goodale Fund, Inc., by resolution duly passed, do hereby adopt the following Articles of Amendment, and do thereby amend and restate the Articles of Incorporation of The Goodale Fund, Inc., in their entirety, as herein set forth:

**ARTICLE I  
Name**

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

**ARTICLE II  
Principal Office/Place of Business & Mailing Address**

The name and mailing address of the principal office and place of business of the Corporation 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 Corporation is organized for the following purpose or purposes: 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 Corporation shall be organized on a non-stock basis and shall have no stockholders or members. The authority for all affairs of the Corporation shall be vested in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-Laws of

the Corporation as such may be in effect or as amended from time to time. The initial Directors of the Corporation were appointed pursuant to Article V. Subsequent 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, who shall continue to serve until the next annual meeting of the Corporation, are: Stephen L. Goodale, Margery C. Goodale and John E. Moore, III.

#### **ARTICLE VI Registered Agent**

The name and address of the 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, attached to the Corporation's original Articles of Incorporation, which certificate of designation of registered agent is incorporated herein by reference.

#### **ARTICLE VII Incorporator**

The name and address of the original incorporator were as follows:

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

#### **ARTICLE VIII Indemnification**

The Corporation 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 Corporation, 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.

## **ARTICLE XI Dissolution**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational 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 (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court to have jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended.

### CERTIFICATION

The undersigned, being all of the Directors of The Goodale Fund, Inc., do hereby certify that:

- (i) the Corporation has no members or shareholders;
- (ii) the Board of Directors consists of three Directors, who may amend the Articles of Incorporation by a majority vote, pursuant to the provisions of the Corporation's Articles of Incorporation and By-Laws;
- (iii) these Articles of Amendment have been unanimously adopted by the Board on this 10th day of October, 2002; and
- (iv) the foregoing Articles of Amendment are true and correct.

**IN WITNESS WHEREOF**, we have subscribed our signatures hereto and have caused these Articles of Amendment to be filed with the State of Florida this 10th day of October, 2002.



Stephen L. Goodale, Director &  
Chairman of the Board of Directors

  
Margery C. Goodale, Director  
John E. Moore, III, Director

**RESOLUTION ADOPTING  
AMENDED ARTICLES OF INCORPORATION**

Pursuant to *Florida Statutes* Chapter 617, the undersigned, being the Directors of **THE GOODALE FUND, INC., a Florida corporation**, hereby take the following action:

**BE IT HEREBY RESOLVED** that the attached Articles of Amendment (Amending the Articles of Incorporation) of The Goodale Fund, Inc. are hereby adopted, ratified, confirmed, and approved.

**DATED** this 16th day of October, 2002.

**DIRECTORS OF THE GOODALE FUND, INC.**



**STEPHEN L. GOODALE, CHAIRMAN**



**MARGERY C. GOODALE**



**JOHN E. MOORE, III**

**WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
THE GOODALE FUND, INC.**

The undersigned, being the Directors of the Corporation, hereby agree and consent that the Directors of the Corporation may approve the following Resolution Adopting Articles of Amendment (Amending the Articles of Incorporation of the Corporation) without a meeting and do hereby waive all notice whatsoever of any meeting to consider such resolution and of any adjournment or adjournments thereof.

**DIRECTORS**

  
\_\_\_\_\_  
STEPHEN L. GOODALE

  
\_\_\_\_\_  
MARGERY C. GOODALE

  
\_\_\_\_\_  
JOHN E. MOORE, III

Dated: October 10, 2002