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February 8, 2002

Florida Department of State
Divisions of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-02/12/02--01023--013
*****78.75 *****78.75

FILED
02 FEB 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Kindly accept the enclosed filing for a Not for Profit,
Charitable Corporation.

EFFECTIVE DATE

02-08-02

Sincerely,

M. Richard Mellon, J.D.

MRM/gr
encls

202-4592
8/8/15



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2002

M. RICHARD MELLON
116 EDGEMERE WAY SOUTH
NAPLES, FL 34105

SUBJECT: MELLON CHARITABLE FOUNDATION, INC.
Ref. Number: W02000004592

*give original
Rec. Date*

We have received your document for MELLON CHARITABLE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 802A00009600

ARTICLES OF INCORPORATION

OF

MELLON CHARITABLE FOUNDATION, INC.

The Undersigned person, acting as Incorporator for the purpose of forming a Private, Not For Profit, Non-Operating, Charitable Foundation Corporation, under the laws of the State of Florida adopts the following Articles of Incorporation:

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02 FEB 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is:

MELLON CHARITABLE FOUNDATION, INC

ARTICLE II

TERM

EFFECTIVE DATE

02-08-02

The duration of this corporation shall be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The purpose of the Corporation shall be to conduct charitable giving and other transaction which are allowable and consistent with the allowable activities of a Charitable Corporation as defined by section 501 C 3 of the relevant tax codes. The corporation shall be a Non-Operating Charitable Foundation.

ARTICLE IV

INITIAL CAPITALIZATION

The total amount of initial capitalization of this corporation shall be \$1,000.00 or other such amounts as allowable under the relevant codes or statutes dealing with charitable organizations to obtain and maintain said status as a 501 C 3 corporation as defined by statute.

ARTICLE V

CAPITAL STOCK

The total number of shares of common capital stock that this corporation is authorized to issue is 1000 shares of One Dollar (\$1.00) par value common stock, or other such amounts as allowable under the relevant codes or statutes dealing with charitable organizations.

ARTICLE VI
REGISTERED AGENT

The initial registered agent for this corporation is:
M. Richard Mellon
116 Edgemere Way South
Naples, FL 34105

ARTICLE VII
PREEMPTIVE RIGHTS

As allowable under the various regulations and tax codes.
This is a Non-Operating Charitable Foundation subject to
regulations for said purpose.

ARTICLE VIII
NAME AND ADDRESS OF INCORPORATOR

M. Richard Mellon
116 Edgemere Way South
Naples, FL 34105

ARTICLE IX
DIRECTORS

The Corporation shall have two directors initially. The number
shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE X
INITIAL BOARD OF DIRECTORS

M. Richard Mellon
116 Edgemere Way South
Naples, FL 34105

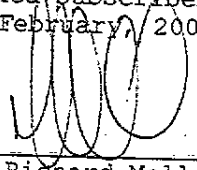
Hallie Jennifer Mellon
5155 Wolf Run Village Lane
Erie, PA 16505

Melanie Louise Mellon
116 Edgemere Way South
Naples, FL 34105

ARTICLE XI
EFFECTIVE DATE

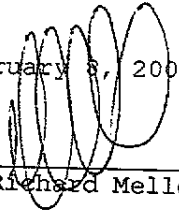
These Articles of Incorporation shall be effective upon the date of
subscription and acknowledgement.

IN WITNESS THEREOF, the undersigned Subscriber, Incorporator has executed these Articles on the 8th day of February, 2002


M. Richard Mellon, Incorporator

I certify that all the facts stated in these Articles of Incorporation are true and correct and are made for the purpose of forming Not For Profit, Non-Operating, Charitable Foundation Corporation, under the Laws of the State of Florida.


February 8, 2002.


M. Richard Mellon

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02 FEB 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

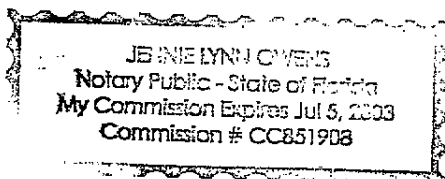
I acknowledge my appointment as registered agent of this Corporation and accept the appointment.

February 8, 2002


M. Richard Mellon
Registered Agent

State of Florida }
 } ss
County of Collier }

The foregoing instrument was acknowledged before me this 7th Day of February, by M. Richard Mellon and Melanie Louise Mellon, who are both personally known to me.




Notary Public