

FRESE, NASH & HANSEN, P.A.
ATTORNEYS AT LAW

Gary B. Frese † ◇
Charles Ian Nash * §
Gregory S. Hansen ‡
J. Patrick Anderson †
Laura L. Anderson *
Patrick F. Roche
Stephen P. Heuston *
Allan P. Whitehead
Keith S. Kromash
Erika J. McBryde

930 S. Harbor City Boulevard
Suite 505
Melbourne, Florida 32901

Tel: (321) 984-3300
Fax: (321) 951-3741

† Board Certified in Tax Law
* Board Certified in Wills,
Trusts and Estates Law
‡ Board Certified in Civil Trial Law
◇ Board Certified in Real Estate Law
§ Fellow, American College of Trust
and Estate Counsel

NO 2 000004 251

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

800005664588--2
-06/03/02--01045--002
*****78.75 *****78.75

Re: The Prendergast Family Foundation, Inc.
Our File No. 202-0527

Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copies of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & HANSEN, P.A.

Charles Ian Nash

FILED
2002 JUN -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CIN:sdl
Enclosures as stated

106-01-02
3

ARTICLES OF INCORPORATION
FOR
THE PRENDERGAST FAMILY FOUNDATION, INC.

FILED
2002 JUN -3 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being natural persons competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is The Prendergast Family Foundation, Inc..

ARTICLE II

This Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

ARTICLE III

The Corporation shall have all statutory powers granted to not-for-profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation. Additionally, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

ARTICLE IV

The purpose of this Corporation is to operate exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code 1986, as amended from time to time, (hereinafter referred to herein as the "Code"), or any corresponding section of any future federal tax code.

ARTICLE V

The initial street and mailing address for the principal place of business of the Corporation are c/o Charles Ian Nash, Esquire, Frese, Nash & Hansen, P.A., 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE VI

The name and address of the initial registered agent are: Charles Ian Nash, Frese, Nash & Hansen, P.A., 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE VII

The Bylaws of the Corporation may be adopted by the members of the Corporation and may be altered or rescinded only by a vote of the majority of members of the Corporation. If for any reason there are no members of the Corporation, the Bylaws of the Corporation may be amended or rescinded by the Board of Directors in accordance with the provisions contained in the Bylaws.

ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of three (3) Directors. The number of Directors may be either increased or diminished from time to time by the members of the Corporation, but shall never be less than three (3). The Directors shall be elected by a majority vote of the members of the Corporation. If for any reason there are no members of the Corporation, the Directors shall be elected in accordance with the provisions contained in the Bylaws. The names and addresses of the persons who shall

serve as Directors until the first annual meeting of the members of the Corporation, or until successors have been elected and qualified, are as follows:

G. Joseph Prendergast, III
930 S. Harbor City Blvd.
Suite 505
Melbourne, FL 32901

Jane M. Prendergast
930 S. Harbor City Blvd.
Suite 505
Melbourne, FL 32901

Charles Ian Nash
930 S. Harbor City Blvd.
Suite 505
Melbourne, FL 32901

ARTICLE IX

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

President: G. Joseph Prendergast, III
930 S. Harbor City Blvd., Suite 505
Melbourne, FL 32901

Vice President: Jane M. Prendergast
930 S. Harbor City Blvd., Suite 505
Melbourne, FL 32901

Secretary: Jane M. Prendergast
930 S. Harbor City Blvd., Suite 505
Melbourne, FL 32901

Treasurer: G. Joseph Prendergast, III
930 S. Harbor City Blvd., Suite 505
Melbourne, FL 32901

ARTICLE X

The names and addresses of the initial incorporators shall be G. Joseph Prendergast, III and Jane M. Prendergast, 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE XI

Terms and classes of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE XII

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code (or corresponding provision of any future federal internal revenue law).

ARTICLE XIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE XIV

The Articles of Incorporation may be amended by a majority vote of the members of the Corporation; provided, however, that if for any reason the Corporation should not have any members, the Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of the members of the Board of Directors.

ARTICLE XV

So long as this Corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the Corporation will not be subject to the tax under Section 4942 of the Code; and further the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XVI

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or Officer may be entitled.

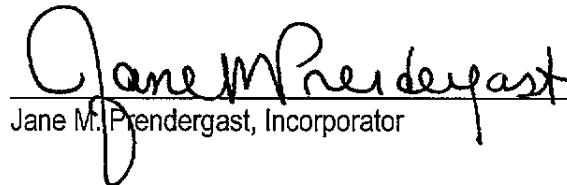
ARTICLE XVII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article IV hereof to an organization, or organizations, organized and operated exclusively for charitable, religious, educational, or scientific purposes as an exempt organization, or organizations, under

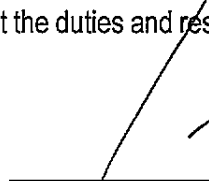
Section 501(c)(3) of the Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 29th day of May, 2002.


G. Joseph Prendergast, III, Incorporator


Jane M. Prendergast, Incorporator


I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


Charles Ian Nash
Registered Agent

STATE OF FLORIDA }
COUNTY OF BREVARD }

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared G. Joseph Prendergast, III and Jane M. Prendergast, to me known to be the persons described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who are personally known to me.

May **WITNESS** my hand and official seal in the County and State aforesaid this 29th day of May, 2002.


Notary Public
State of Florida
My Commission Expires:

