

NO 100000 4857

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 245-6052

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-06/25/02--01016--002

*****70.00 *****70.00

700005340827--5

-06/21/02--01032--002

*****70.00 *****70.00

SUBJECT: The Florida Trust Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | |
|---|--|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status |
|---|--|

| | |
|--|--|
| <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate |
| ADDITIONAL COPY REQUIRED | |

Please file the Articles of Incorporation and return a one copy file-stamped to me at the below address.

FROM: Jack A. Lonetto
Name (Printed or typed)
12901 Pepper Place
Address
Tampa, Florida 33624-4529
City, State & Zip
(813) 264-6030
Daytime Telephone number

02 JUN 25 AM 9:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

LOSMITH JUN 26 2002

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**Articles of Incorporation
of
The Florida Trust Fund, Inc.
A Non-Profit Corporation**

The undersign, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporaion.

Article 1-Name

The name of this corporation is The Florida Trust Fund, Inc.

Article 2- Principal Office/Mailing Address

The principal office of the corporation is 12901 Pepper Place, Tampa, Florida 33624. The mailing address is the same.

Article 3-Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Article 4-Purpose

The purposes for which this corporation is organized are to provide specialized trustee and related services to persons with disabilities who are the beneficiaries of special need trust. The corporation is formed to fill a need in the disability and elder community that is recognized by the corporation as currently unmet.

This corporation is organized exclusively for one or more purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

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Article 5-Not-for-Profit

This corporation shall be a not-for-profit, is organized, and shall act under the applicable laws of the State of Florida governing such corporation.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 6-Initial Registered Office and Agent

The name and address of the registered agent and registered office of this corporation is:

Jack A. Lonetto
12901 Pepper Place
Tampa, Fl 33624-4529

Article 7-Incorporator

The name and address of each Incorporator is:

Jack A. Lonetto
12901 Pepper Place
Tampa, Fl 33624-4529

Article 8-Initial Board of Directors

The number of initial directors of this corporations shall be three (3). The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The names and addresses of the initial directors are as follows:

Jack A. Lonetto
12901 Pepper Place
Tampa, Fl 33624-4529

Michael N. Lonetto
1416 Clearglades Drive
Wesley Chapel, Florida 33543

Laura A. Dimestico
12901 Pepper Place
Tampa, Florida 33624

The above directors shall serve until their resignation or until their replacements are selected in accordance with the procedures set forth in the bylaws governing selection and service of directors.

Article 9-Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the members if any, except that the board of directors may not amend or repeal any bylaw adopted by the members if the members specially provide that the bylaw is not subject to amendment or repeal by the directors.

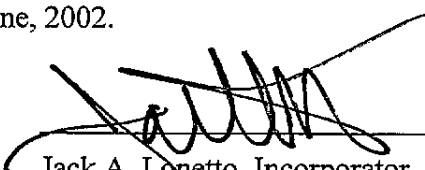
ARTICLE 10-Distributions of Interests From Trusts.

In accordance with Section 617.2101, Florida Statutes, as of the date of these articles of incorporation, to serve as trustee of property, the corporation must, among other things, have a beneficial, contingent, or remainder interest in the property. As a condition to providing specialized trustee and related services to persons with disabilities who are the beneficiaries of special needs trust, the corporation shall require such an interest. In the event the corporation receives any property from a trust of which it is trustee as a result of this requirement, the corporation shall distribute said property to one or more not for profit entities that serve persons with disabilities, as may be further provided in the corporation's bylaws. No officer, director, or employee of the corporation shall be a beneficiary of or receive any direct benefit from, any such property.

Article 11-Amendments

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

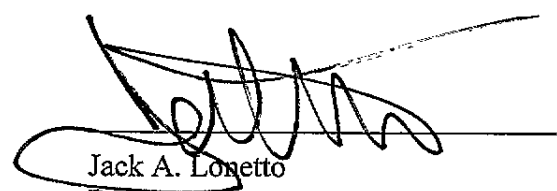
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of June, 2002.



Jack A. Lonetto, Incorporator
12901 Pepper Place
Tampa, FL 33624-4529

Acceptance of Appointment as Registered Agent

Having been named as resident agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes.



Jack A. Lonetto
Resident Agent

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