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FLORIDA NON-PROFIT CORPORATION

The Art and Phyllis Grindle Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

THE ART AND PHYLLIS GRINDLE FOUNDATION, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation ("Foundation") is: The Art and Phyllis Grindle Foundation, Inc.

ARTICLE II

PURPOSES

This Foundation is organized, and shall be operated, exclusively for charitable, literary, educational and scientific purposes, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the Foundation shall inure to the benefit of any trustee or officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation effecting one or more of its purposes), and no trustee or officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the Foundation shall not afford pecuniary gains, incidentally or otherwise, to its trustees, officers or other private persons.

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ARTICLE III**TRUSTEES**

The Board of Trustees shall have all voting powers. The Board of Trustees shall elect their own successors, and may succeed themselves in office. Any natural person who has attained at least the age of twenty-one (21) years shall be qualified to be a trustee of the Foundation.

The Board of Trustees of the Foundation shall consist of no fewer than three (3) persons nor more than twelve (12) persons, the exact number to be determined in accordance with the provisions of the bylaws.

The names and addresses of the persons who are to serve as initial trustees until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Arthur E. Grindle	241 Live Oak Lane Altamonte Springs, Florida 32714
Phyllis A. Grindle	241 Live Oak Lane Altamonte Springs, Florida 32714
Arthur E. Grindle, Jr.	712 Willow Run Lane Winter Springs, Florida 32708
Kathryn Grindle Williamson	830 Miami Springs Road Longwood, Florida 32779
Gale Grindle Chiodi	P.O. Box 160789 Altamonte Springs, Florida 32716
Charlie Lansing	933 Douglas Avenue, Suite 1 Altamonte Springs, Florida 32714

ARTICLE IV**TERM OF EXISTENCE**

This Foundation shall commence existence on filing of these Articles, and shall exist perpetually.

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ARTICLE V

INCORPORATORS

The names and addresses of the subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
Arthur E. Grindle	241 Live Oak Lane Altamonte Springs, Florida 32714
Phyllis A. Grindle	241 Live Oak Lane Altamonte Springs, Florida 32714

ARTICLE VI

OFFICERS

The affairs of the Foundation shall be managed by a President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

The names of the officers who are to serve until the first election hereunder are:

President	Arthur E. Grindle
Treasurer	Phyllis A. Grindle
Secretary	Phyllis A. Grindle

ARTICLE VII

MEMBERS

The Foundation shall have no members.

ARTICLE VIII

BYLAWS

The bylaws of the Foundation shall be made, altered, or rescinded by affirmative vote of a majority of the trustees of the Foundation.

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ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the trustees of the Foundation.

ARTICLE X

MISCELLANEOUS

Section 1. Neither the trustees nor officers of the Foundation shall be personally liable for any obligations of the Foundation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the Foundation be subject to the payment of the obligations of the Foundation to any extent whatsoever.

Section 2. The Foundation shall have no capital stock.

Section 3. This Foundation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the Foundation 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 of (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Foundation shall either operate as a private operating foundation in a manner to qualify as a private operating

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foundation for purposes of Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Foundation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Foundation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Foundation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

DISSOLUTION

Upon the dissolution of this Foundation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the Foundation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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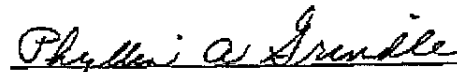
ARTICLE XII**INITIAL PRINCIPAL OFFICE;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the Foundation is 241 Live Oak Lane, Altamonte Springs, Florida 32714. The initial registered office of the Foundation shall be 241 Live Oak Lane, Altamonte Springs, Florida 32714, and the registered agent of the Foundation at that office shall be Arthur E. Grindle.

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IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation the 22nd day of July, 2002.

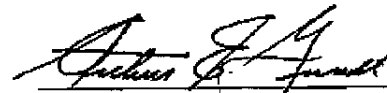

ARTHUR E. GRINDLE


PHYLLIS A. GRINDLE

CONSENT OF REGISTERED AGENT

Arthur E. Grindle, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of The Art and Phyllis Grindle Foundation, Inc., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 22nd day of July, 2002.


ARTHUR E. GRINDLE

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