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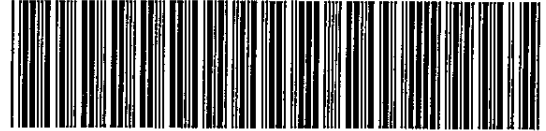
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02 NOV 25 AM 11:03
VIRGINIA DE CORPORATIONS

12-3-9

DAVID P. JOHNSON
ATTORNEY AND COUNSELOR AT LAW
2201 RINGLING BOULEVARD
SUITE 104
SARASOTA, FLORIDA 34237

MEMBER OF FLORIDA
AND MICHIGAN BARS

CERTIFIED PUBLIC ACCOUNTANT

CHARTERED LIFE UNDERWRITER

CHARTERED FINANCIAL CONSULTANT

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BOARD CERTIFIED
TAX LAWYER

BOARD CERTIFIED
WILLS, TRUSTS &
ESTATES LAWYER

November 14, 2002

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

RE: ARTICLES OF INCORPORATION OF THE SIEGFRIED FOUNDATION, INC.

Enclosed is an original and one copy of the Articles of Incorporation along with a check in the amount of \$87.50 for the Filing Fee, Certificate Copy of Articles and Certificate of Status.

Please return the Certificate Copy of Articles and Certificate of Status to this office.

Very truly yours,



DAVID P. JOHNSON

cc: Tom Siegfried

Enclosures
DPJ:nlh

**ARTICLES OF INCORPORATION
OF
THE SIEGFRIED FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV 25 AM 11:03

In order to form a Corporation under and in accordance with the laws of the State of Florida, and the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, for the formation of nonprofit corporations, the below described members do hereby associate themselves together as a Corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective, do hereby make, adopt and subscribe these Articles of Incorporation, as follows:

**ARTICLE I
NAME OF CORPORATION**

The Name of this Corporation shall be THE SIEGFRIED FOUNDATION, INC. (hereinafter the "Corporation").

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE
MAILING ADDRESS OF THE CORPORATION**

Both the address of the principal office of the Corporation and the mailing address of the Corporation shall be 1141 Point Crisp Road, Sarasota, Florida 34242.

**ARTICLE III
PURPOSES OF THE CORPORATION**

A. In accordance with Florida Statutes Section 617.0301, the nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest or in any lawful manner, and to administer and

distribute such property exclusively for educational, scientific, cultural and other charitable purposes, including but not limited to the operating of religious schools and educational facilities, and medical clinics, including:

1. To distribute property in accordance with the terms of gifts, bequests or devises made to the Corporation which are not inconsistent with its purposes; and
2. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if, in the sole judgment of the Board of Directors and without the necessity of the approval of any trustee, custodian or agent, such restriction becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the designated purposes of the Corporation.

B. In accordance with Florida Statutes Section 617.0505, no part of the net earning 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene, in, including the publication 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 activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") or any corresponding provision of any subsequently enacted Code section.

C. In addition to those purposes and powers contained herein, the

Corporation shall possess all such powers as enumerated in Florida Statutes Section 617.0302.

ARTICLE IV **MEMBERSHIP**

Pursuant to the provisions of the ByLaws of The Siegfried Foundation, Inc., Inc. (hereinafter the "Bylaws"), persons shall be admitted to membership in the Corporation upon compliance with terms and conditions as set by the Board of Directors. As permitted by Florida Statutes Section 617.0601 and 617.0721, such members shall have no voting rights.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of three (3) persons, as determined and serving terms pursuant to the provisions of the Bylaws. The initial Directors of the Corporation shall be:

TOM SIEGFRIED
JUDITH ANNE SIEGFRIED
JAMES D. ROSEMAN

Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of the remaining Directors.

ARTICLE VI **CORPORATE EXISTENCE**

The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE VII **BYLAWS**

The Board of Directors of the Corporation shall, at an Organizational Meeting, adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 1414 Point Crisp Road, Sarasota, Florida 34242. The initial Registered Agent of the Corporation at that address shall be TOM SIEGFRIED.

ARTICLE IX
INCORPORATOR

The name, address and telephone number of the Incorporator of these Articles of Incorporation are as follows:

TOM SIEGFRIED
1414 Point Crisp Road
Sarasota, Florida 34242
(941) 685-7401

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, in accordance with Florida Statutes Section 617.1406, after paying, or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes for which the Corporation was organized, to such organization or organizations operated exclusively for charitable, educational or scientific purposes as shall at all time qualify as an exempt organization or organizations under Code Section 501(c)(3), or any corresponding provision of any subsequently enacted Code Section, or any organization or organizations contributions to which are deductible under Code Sections 170(c)(1) or (2).

ARTICLE XI
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, by an

affirmative vote of a majority of the total number of members of the Board of Directors, at any regular or special meeting of the Board, provided that written notice of the proposed amendment has been given to each Director ten (10) days prior to such meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of November, 2002.



TOM SIEGFRIED
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes Section 607.0501, THE SIEGFRIED FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a Corporation Not For Profit, has named TOM SIEGFRIED located at 1414 Point Crisp Road, Sarasota, Florida 34242, as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in that capacity.

Dated: November 21, 2002



TOM SIEGFRIED