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A J Britton PA

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

DSE Foundation, Inc.

Certificate of Status	1
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Page Count	08
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**ARTICLES OF INCORPORATION
OF
DSE FOUNDATION, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, citizens of the United States, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under and by virtue of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME

The name of the corporation is DSE Foundation, Inc.

ARTICLE 2. ADDRESS

The street address of the principal office of the corporation and its mailing address is 5201 S. Westshore Boulevard, Tampa, Florida 33611.

ARTICLE 3. DURATION

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; and the period of duration of the corporation shall be perpetual.

Prepared By:
Andrew J. Britton, P.A.
151 Center Rd.
Venice, FL 34292
Florida Bar No. 213500
(941) 408-8008
Fax Audit No. ((H02000232841 5)))

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ARTICLE 4. PURPOSE

The purposes for which the corporation is organized are to receive and maintain 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, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended, (the "Code").

This organization is being formed to qualify under the provisions of Section 509(a)(3) of the Code, to exclusively support another qualified public charity, namely The Venice Foundation, Inc., so long as The Venice Foundation, Inc. is organized and at all times operated as an organization described in Section 501(c)(3) and 509(a)(1) or (2) of the Code.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 151 Center Road, Venice, Florida 34292, and the name of the initial registered agent of the corporation at such address is Andrew J. Britton.

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ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no less than three (3) directors in number and shall be elected or appointed by the method as stated in the Bylaws.

ARTICLE 7. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Dae Y. Shin	5201 S. Westshore Blvd. Tampa, FL 33611

ARTICLE 8. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 9. PRIVATE FOUNDATION

If the corporation is a Private Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply.

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(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or any corresponding provisions of any later federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or any corresponding provisions of any later federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The corporation shall not make any investments in a manner that would subject to tax under Section 4944 of the Code, or any corresponding provisions of any later federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or any corresponding provisions of any later federal tax laws.

ARTICLE 10. RESTRICTIONS ON OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, or member of the corporation, or any other

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private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include 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, at any time. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code and the Regulations as they now exists or as they hereafter be amended.

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ARTICLE 11. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or to The Venice Foundation, Inc. to be administered as separate trust to be known as the DSE Foundation, for the purposes and as a component of the Venice Foundation, Inc., as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Thirteenth District 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the manner stated in the Bylaws.

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WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of the State of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 21 day of October, 2002 .


Dae Y. Shin

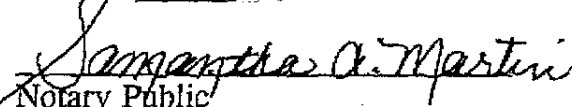
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Dae Y. Shin, the incorporator of the corporation named herein, personally known to me or who did produce _____ as identification, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 21 day of October, 2002.



Samantha A. Martin
My Commission DD003803
Expires February 22, 2005


Notary Public

Samantha A. Martin
Name Printed

My commission expires: 2-22-05

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Andrew J. Britton, Esquire

12-3-02
Date

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