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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 153680 7145323

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 70.00

ORDER DATE : July 1, 2003

ORDER TIME : 10:06 AM

ORDER NO. : 153680-005

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette
Gray, Harris & Robinson, P.a.

P.o. Box 120848

Clermont, FL 34712-0848

DOMESTIC FILING

NAME: THE HESSBURG FAMILY
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE HESSBURG FAMILY FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**Article I
NAME AND ADDRESS**

The name and address of the Corporation is THE HESSBURG FAMILY FOUNDATION, INC. 548 S. Highway 27, Suite C, Clermont, FL. 34711 and whose mailing address is: 548 S Highway 27, Suite C, Clermont, FL. 34711.

**Article II
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

**Article III
COMMENCEMENT OF CORPORATE EXISTENCE
AND DURATION**

The date when corporate existence shall commence on June 27, 2003. The duration (term) of the Corporation is perpetual.

**Article IV
PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or for any of the purposes set forth herein.

2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article V

Article V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof.

Article VI POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof. 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 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 Internal Revenue Code of 1986 (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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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 the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.

- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

**Article VII
MEMBERS**

The Members of this organization shall be determined as provided in the Bylaws.

**Article VIII
INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial Registered Office of the Corporation is 548 S. Highway 27, Suite C, Clermont, Florida, 34711, and the name of its initial Registered Agent at that address is Daniel J. Hessburg.

**Article IX
INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Members shall elect the Directors at the annual meeting of Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

| Name | Address |
|-------------------------|--|
| Daniel J. Hessburg | 548 S Highway 27, Suite C Clermont, FL. 34711 |
| Philip Charles Hessburg | 15415 East Jefferson Grosse Pointe Park, MI 48230 |
| John Paul Hessburg | 713 Trombley Grosse Pointe Park, MI 48230 |

Article X OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

| Title | Name | Address |
|------------------------|-------------------------|--|
| President: | Daniel J. Hessburg | 548 S. Highway 27 Suite C Clermont, FL. 34711 |
| Vice President: | Philip Charles Hessburg | 15415 East Jefferson Grosse Pointe Park, MI 48230 |
| Secretary: | John Paul Hessburg | 713 Trombley Grosse Pointe Park, MI 48230 |
| Treasurer: | John Paul Hessburg | 713 Trombley Grosse Pointe Park, MI 48230 |

Article XI INCORPORATORS

The name and address of the Incorporator is:

| Name | Address |
|--------------------|---|
| Daniel J. Hessburg | 548 S. Highway 27 Suite C Clermont, FL. 34711 |

Article XII BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

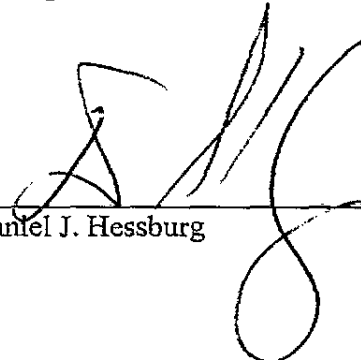
**Article XIII
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**Article XIV
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

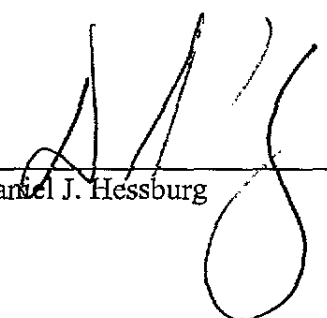
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 27 day of June, 2003.



Daniel J. Hessburg

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE HESSBURG FAMILY FOUNDATION, INC.



Daniel J. Hessburg