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Division of Corporations

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To: Division of Corporations  
Fax Number : (850) 205-0381  
From: *Angie O. Jacobs, Secy Asst*  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
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FLORIDA NON-PROFIT CORPORATION

RODEL CHARITABLE FOUNDATION - FLORIDA, INC.

Certificate of Status	0
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*Handwritten initials and date 10/6/03*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF**

**RODEL CHARITABLE FOUNDATION - FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be: **RODEL CHARITABLE FOUNDATION - FLORIDA, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is: 302 Southard Street, Suite 211, Key West, Florida 33040.

**ARTICLE III**

**PURPOSES**

The specific purposes for which the Corporation is organized are: To conduct or support activities for the benefit of, to perform the functions of, or to carry out the purposes of the Community Foundation of the Florida Keys, Inc., an entity exempt from tax as an organization described in Sections 509(a)(1) or (a)(2) and 501(c)(3) of the Internal Revenue Code (the "Code"), and to support and further charitable activities in the Florida Keys.

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**ARTICLE IV****MANNER OF APPOINTMENT OF DIRECTORS**

The Board of Directors shall be composed of five (5) individuals. Three (3) Board members shall be appointed by the Community Foundation of the Florida Keys, Inc., and two (2) Directors shall be appointed by the Rodel Foundation, a Pennsylvania Trust exempt from tax and qualified as a private foundation described in Sections 501(c)(3) and 509(a) of the Code. The manner in which the directors are appointed and related provisions are set forth in the By Laws.

**ARTICLE V****INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

American Information Services, Inc.  
One Southeast Third Avenue, Suite 2800  
Miami, Florida 33131

**ARTICLE VI****INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.  
One Southeast Third Avenue, Suite 2800  
Miami, Florida 33131

**ARTICLE VII****CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 of 1986, as amended ("Code"). It is intended that this Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Code as an

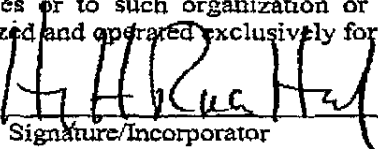
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organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) Upon dissolution of the Corporation, following payment of all liabilities, the Board of Directors shall distribute the Corporation's remaining assets for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

  
Signature/Incorporator

10/06/03  
Date

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.

American Information Services, Inc.

BY:   
Signature/Register Agent  
Nery C. Toledo, Asst. Sec.

October 6, 2003  
Date

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