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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cheryl M Loeffler

Signature

Requested by:

Name

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ARTICLES OF INCORPORATION  
OF  
CHERYL M. LOEFFLER CHARITABLE FOUNDATION, INC.

\_\_\_\_\_  
(A Florida Not-for-Profit Corporation)

The undersigned, acting as incorporator, for the purpose of forming a Not-For-Profit Corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

CHERYL M. LOEFFLER CHARITABLE FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

415 L'Ambiance Drive  
Longboat Key, FL 34228

ARTICLE III - PURPOSE

The specific purposes for which this Corporation is organized are:

- (1) to raise, receive and maintain a fund or funds of real property and/or personal

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property, and to administer and distribute said fund or funds, including any income generated therefrom, exclusively for charitable or educational purposes to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or any other subsequent federal tax laws regulating tax exempt organizations.

- (2) to operate exclusively in any other manner for charitable or educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent federal tax laws regulating tax exempt organizations.

#### ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be governed by the By-Laws of this Corporation.

#### ARTICLE V - DIRECTORS

This Corporation shall have three (3) Directors initially. The name and address of each member of the first Board of Directors is:

Cheryl M. Loeffler  
415 L'Ambiance Drive  
Longboat Key, FL 34228

Samantha Lauren Brenner  
1426 North Laurel Ave., #408  
West Hollywood, CA 90046

Elizabeth Friel  
2401 Pennsylvania Ave., #11C41  
Philadelphia, PA 19130

#### ARTICLE VI - LIMITATION OF CORPORATE POWERS

Notwithstanding anything herein contained to the contrary, no part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that this 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 the purpose clause hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 anything herein contained to the contrary, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation and the registered agent at such office is:

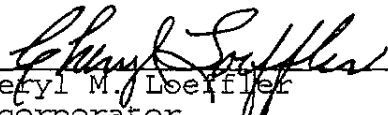
Robert W. Darnell  
1820 Ringling Boulevard  
Sarasota, FL 34236

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Cheryl M. Loeffler  
415 L'Ambiance Drive  
Longboat Key, FL 34228

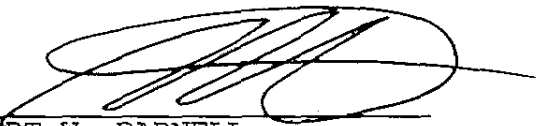
The undersigned incorporator has executed these Articles of Incorporation this 22 day of Dec., 2003.

  
\_\_\_\_\_  
Cheryl M. Loeffler  
Incorporator

Having been named as Registered Agent and to accept service of process for CHERYL M. LOEFFLER CHARITABLE FOUNDATION, INC., at the place designated in the Articles, 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.

Date: Dec. 22, 2003

  
ROBERT W. DARNELL  
Registered Agent

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