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FLORIDA NON-PROFIT CORPORATION

THE FRITCH FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
THE FRITCH FOUNDATION, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to chapter 617 of the Florida Statutes, adopts the following articles of incorporation.

ARTICLE I

NAME

The name of the Corporation shall be THE FRITCH FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is c/o Howard L. Usher, SunTrust Bank, 2001 Hollywood Boulevard, 2nd Floor, Hollywood, Florida 33020 and its mailing address is c/o Howard L. Usher, SunTrust Bank, P.O. Box 14728, Fort Lauderdale, Florida 33302.

ARTICLE III

PURPOSE

(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, or the corresponding section of any future federal tax code.

(b) No part of the net earnings 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

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services rendered and to make payments and distributions in furtherance of its 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 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may be amended.

ARTICLE IV

DIRECTORS

The members shall appoint the initial directors of the Corporation. A member may appoint himself or herself as a director. At any time and from time to time the members may remove an incumbent director, with or without cause. The members shall appoint an individual to fill any vacancy occurring on the board of directors, whether on account of death, resignation, removal, or for any other reason or cause.

ARTICLE V

MEMBERS AND MEMBERSHIP

The members of the Corporation are Ruth Fritch and Nancy Lynn Brown.

While alive, a member may transfer his or her entire membership interest to any individual by a written instrument executed in the same manner as is then required to record deeds of real estate in the State of Florida. A member's membership terminates on death or disability, except a member may transfer his or her entire membership interest at death or upon disability to one or more individuals named in a written instrument executed by the member with the formalities required for the execution of a will in the State of Florida.

An individual may be admitted to membership in the Corporation upon the unanimous consent of all existing members.

No transferee shall become a member unless he or she signs a writing accepting membership and each other member signs a writing accepting the transferee as a member.

An individual is treated as disabled if he or she is adjudicated as such by a court of competent jurisdiction, or if by reason of accident, physical or mental illness, progressive or intermittent physical or mental deterioration, or other similar cause, the member is not capable of acting rationally and prudently in the conduct of business affairs, as determined, after examination, by two board certified medical doctors practicing in the county of the member's residence or in an adjoining county.

No alterations, changes or amendments shall be made to these articles of incorporation, without the consent of the members.

No merger, sale or lease or exchange or other disposition of all or substantially all of the property and assets of the Corporation, or dissolution and winding up of the Corporation's affairs, shall occur without the consent of the members.

A member has the right to exercise all rights of membership of this Corporation, granted by these articles, the by-laws, and by law, and upon transfer of his or her membership, the transferor shall cease to possess any such rights, and all such rights shall vest in the transferee upon the transferee becoming a member.

ARTICLE VI

BY-LAWS

The board of directors shall adopt the initial by-laws, but the power to alter, amend or repeal the by-laws is vested in the members.

ARTICLE VII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent of the Corporation and the street address of the Corporation's initial registered office are Howard L. Usher, c/o SunTrust Bank, 2001 Hollywood Boulevard, 2nd Floor, Hollywood, Florida 33020.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these articles is Ruth Fritch, 4020 Galt Ocean Drive, Apt, 1701, Fort Lauderdale, Florida 33308.

Dated: January 28, 2004



RUTH FRITCH, Incorporator

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FROM-ADORNO & YOSS P.A.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of The Fritch Foundation, Inc. I reside in the State of Florida. The address of my business office is c/o SunTrust Bank, 2001 Hollywood Boulevard, 2nd Floor, Hollywood, Florida 33020, which is the same address as the Corporation's registered office. My mailing address is c/o SunTrust Bank, P.O. Box 14728, Fort Lauderdale, Florida 33302, which is the same as the Corporation's mailing address. I am familiar with and I accept the obligations of the position of registered agent.

Dated: January 28, 2004


HOWARD L. USHER, Registered Agent

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