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222 LAKEVIEW AVENUE
WEST PALM BEACH, FLORIDA 33401-6112

JAMES G. PRESSLY, JR.
DAVID S. PRESSLY
JOHN W. RANDOLPH, JR.
J. GRIER PRESSLY, III

TELEPHONE (561) 659-4040
FAX (561) 655-6006

May 11, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: John Edward Rovensky Family Foundation, Inc.

Dear Madam/Sir:

For the above referenced Florida Not-For-Profit Corporation, enclosed for filing please find one original and one copy of the following documents:

1. Articles of Incorporation.
2. Certificate Designating Registered Office for the Service of Process within this State, Naming Agent Upon Whom Process may be Served.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$78.75 for the \$35 filing fee for the Articles of Incorporation, \$35 fee for the Registered Agent and the \$8.75 fee for providing us with a certified copy.

If the enclosed meets with your approval, please return a filed certified copy to our office in the provided return envelope.

Sincerely yours,



JOHN W. RANDOLPH, JR.

JWRjr/msg

enclosures: Articles of Incorporation (1 original and 1 photocopy)
Certificate Designating Registered Office for the Service of Process within this State,
Naming Agent Upon Whom Process may be Served (1 original and 1 photocopy)
\$78.75 check
Return self-addressed stamped envelope

**ARTICLES OF INCORPORATION OF
JOHN EDWARD ROVENSKY FAMILY FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned person acting as incorporator of a Corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

Article I

The name of the Corporation is the John Edward Rovensky Family Foundation, Inc.

Article II

The Corporation shall have perpetual duration.

Article III

The Corporation is organized to improve the quality of people's lives by nurturing the arts, protecting and restoring the environment, seeking cures for diseases, and helping to protect children from abuse and neglect and all cases shall be 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 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

The Corporation shall have one class of members which shall be distinct from its Board of Directors. Jane R. Grace shall be the sole member of the Corporation. The member shall be solely empowered and solely responsible for appointing the Board of Directors of the Corporation. The member shall be the only party authorized to amend these Articles of Incorporation and the By-laws. The member may remove any Director or Officer with or without cause at any time. The number of members may be increased or decreased from time to time by an Amendment to the Articles of Incorporation. Additional members shall be selected only by the current member(s) by a written acknowledged instrument. The member(s) may appoint additional member(s) which shall become members upon the happening of an event, such as incapacity or death. Such designations may be revoked at anytime prior to the stated event resulting in the named individual's entitlement to membership. In the event Jane R. Grace becomes incapacitated or dies without having duly appointed any other member, John Rovensky Grace shall succeed her as member and he shall have the authority to add additional members, who are individuals, including one or more individuals which shall become members upon his incapacity or death; but in all cases, after the death of Jane

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R. Grace, no individual shall be a member unless they have the name "Rovensky" as some part of his or her name.

Article V

The street address and mailing address of the office of the Corporation is c/o Pressly & Pressly, P.A., 222 Lakeview Avenue, Suite 910, West Palm Beach, FL 33401. The name and address of its initial registered agent is James G. Pressly, Jr., Esq., c/o Pressly & Pressly, P.A., 222 Lakeview Avenue, Suite 910, West Palm Beach, FL 33401.

Article VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be three; provided, however, that that number may be changed by a by-law duly adopted but shall at all times at least be three in number.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held at 5:00 p.m. on May 13, 2004, or such other time as determined by the member, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of a year until the next annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the first Tuesday in January of each year, or such other time as determined by the Directors, at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Directors individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

The names and addresses of the persons who are to serve as the initial Directors are:

Name

Address

Jane R. Grace

126 Seagrape Circle
Palm Beach, Florida 33480

John Rovensky Grace

3 Gracewood Court
Oyster Bay
Long Island, NY 11771

Robert M. Grace

126 Seagrape Circle
Palm Beach, FL 33480

Article VII

The name and address of the incorporator is:

Name

Address

Jane R. Grace

126 Seagrape Circle
Palm Beach, FL 33480

Article VIII

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Jane R. Grace

President

John Rovensky Grace

Vice President, Secretary and Treasurer

Article IX

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted solely by the member(s).

Article X

The property of the corporation is irrevocably dedicated to charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 (a) by a corporation 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 a corporation, 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 XI

In the event that, at any time after the death of Jane R. Grace, the Corporation has no member who is a person with the name "Rovensky" as some part of his or her name, then in that event the Corporation shall be dissolved and its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to the Berkshire School, Inc. located in Sheffield, Massachusetts or, if the Berkshire School, Inc. is not a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, then, upon dissolution of the Corporation its assets, after payment or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to the Berkshire School, Inc. located in Sheffield, Massachusetts or, if the Berkshire School, Inc. is not a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, then, upon dissolution of the Corporation its assets, after payment or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. In addition:

1. The Corporation will distribute its income for each tax 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article XIII

Amendments to these Articles of Incorporation may be proposed by the members at the annual meeting or a specially called meeting or by a resolution adopted by the Board of Directors and presented to a quorum of member(s) for their vote. A vote of at least two-thirds of the members of the Corporation is required for an Amendment to be adopted. Provided, however, in no event may the Articles of Incorporation be amended to remove the provisions set forth in Article IV specifying that, after the death of Jane R. Grace, no individual shall be a member unless they have the name "Rovensky" as some part of his or her name; and, further, in no event may the Articles of Incorporation be amended to remove from Article XI the Berkshire School, Inc. as the organization to receive the assets of the Corporation if, after the death of Jane R. Grace, the Corporation has no member who is a person with the name "Rovensky" as some part of his or her name; nor may the Articles of Incorporation be amended to remove the Berkshire School, Inc. as the organization to receive the assets of the Corporation upon its dissolution or winding up, but in no event shall the Berkshire School, Inc. receive assets of the Corporation if it is not a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Not For Profit Charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on May 10, 2004.

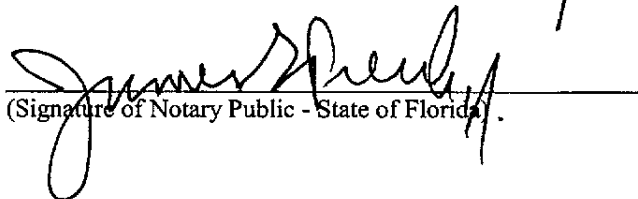


Jane R. Grace

1

1 SS:

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(Signature of Notary Public - State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____

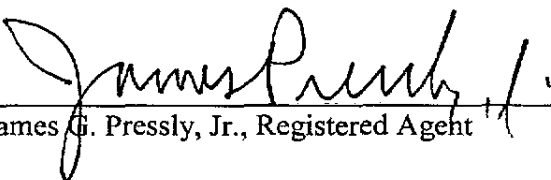
CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

That the John Edward Rovensky Family Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at c/o Pressly & Pressly, P.A., Suite 910, 222 Lakeview Avenue, in the City of West Palm Beach, 33401, County of Palm Beach, State of Florida has named James G. Pressly, Jr. as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


James G. Pressly, Jr., Registered Agent

Dated: May 10, 2004

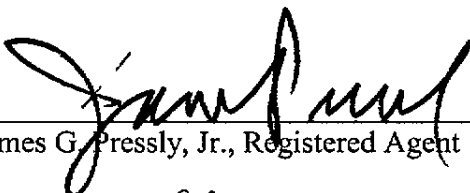
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James G. Pressly, Jr., Registered Agent

Dated: May 10, 2004

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