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## To:

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## From:

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## FLORIDA NON-PROFIT CORPORATION

The GunnAllen Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE GUNNALLEN FOUNDATION, INC.**

THE UNDERSIGNED INCORPORATOR, desiring to form a non-profit corporation under the Florida Not For Profit Corporation Act, does hereby certify as follows:

**ARTICLE I - NAME**

The name of this corporation shall be:

The GunnAllen Foundation, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of this corporation is:

1715 N. Westshore Boulevard  
7th Floor  
Tampa, Florida 33607

**ARTICLE III - PURPOSE**

The corporation is a private foundation, 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.

**ARTICLE IV - NO PECUNIARY PROFITS**

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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third 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.

ARTICLE V - ACTIVITIES

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (i) 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 (ii) 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. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI - DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 a court of competent jurisdiction of the county in which the principal office of the 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 VII - MANNER OF ELECTION OF DIRECTORS

Except as otherwise required by law, directors of this corporation shall be elected or appointed in the manner provided in the bylaws of this corporation.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Richard A. Frueh	1715 N. Westshore Boulevard, 7th Floor Tampa, Florida 33607
Richard M. Nummi	1715 N. Westshore Boulevard, 7th Floor Tampa, Florida 33607
James J. DiCesaro	1715 N. Westshore Boulevard, 7th Floor Tampa, Florida 33607
Jed Trosper	1715 N. Westshore Boulevard, 7th Floor Tampa, Florida 33607

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ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

GunnAllen Holdings, Inc.  
1715 N. Westshore Boulevard  
7th Floor  
Tampa, Florida 33607

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Richard M. Nummi, Esq.  
GunnAllen Financial, Inc.  
1715 N. Westshore Boulevard  
7th Floor  
Tampa, Florida 33607

*Signature Page Follows.*

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IN WITNESS WHEREOF, the undersigned Incorporator has hereunto  
subscribed its name this 30th day of April 2004.

INCORPORATOR:

GunnAllen Holdings, Inc.

By:

  
Richard A. Frueh, Its President

\*\*\*\*\*  
ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, having been named as registered agent to accept  
service of process for the above stated corporation at the place designated in this  
certificate, I am familiar with and accept the appointment as registered agent and agree to  
act in this capacity.

REGISTERED AGENT:

  
Richard M. Nummi, Esq.

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