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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 655-5677

FLORIDA NON-PROFIT CORPORATION

Morning Star Foundation, Inc.

Certificate of Status	1
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Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION**  
**In Compliance with Chapter 617, F.S., (Not for Profit)**

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**ARTICLE I      NAME**

The name of the corporation shall be: Morning Star Foundation, Inc.

**ARTICLE II      PRINCIPAL OFFICE**

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

150 Gomez Road  
Hobe Sound, Florida 33455

**ARTICLE III      PURPOSES**

1. This Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the 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 provision of any future United States Internal Revenue Law.

5. 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 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 the Circuit Court 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 IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses of the initial Directors are as set forth below:

Hays Clark  
150 Gomez Road  
Hobe Sound, Florida 33455

Rosamond S. Clark  
150 Gomez Road  
Hobe Sound, Florida 33455

John M. Emery  
909 Third Avenue, 5<sup>th</sup> Floor  
New York, New York 10022-4764

Daniel A. Hanley  
777 South Flagler Drive  
Suite 500 East  
West Palm Beach, Florida 33401

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

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

Valdes-Fauli Corporate Services, Inc.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator are:

John C. Rau  
777 South Flagler Drive  
Suite 500 East  
West Palm Beach, Florida 33401

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GUNSTER YOKLEY

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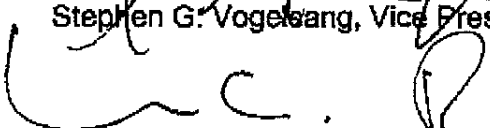
*Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.*

VALDES-FAULI CORPORATE SERVICES, INC.

BY:

  
Stephen G. Vogelwang, Vice President

Date: June 1, 2004

  
John C. Rau, Incorporator

Date: June 1, 2004

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