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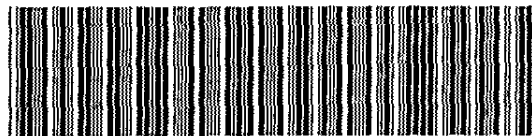
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DIVISION OF CORPORATIONS
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NO4-20044



May 17, 2004

Dr. Franklin D. Graham
President and Founder

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Subject: **The Graham Foundation, Inc.**
 New Corporate Filing

Enclosed please find a new corporate filing and a money order in the amount of \$87.50 for the filing fee, certified copy and certificate.

Thank you.

Sincerely,

Dr. Franklin D. Graham
Founder and President

Enclosures

The Graham Foundation, Inc.
4782 Coquina Key Drive S.E. St. Petersburg, FL 33705
(727) 641-9384



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 24, 2004

DR. FARNKLIN D GRAHAM
4782 COQUINA KEY DRIVE SE
ST PETERSBURG, FL 33705

SUBJECT: THE GRAHAM FOUNDATION, INC.
Ref. Number: W04000020044

We have received your document for THE GRAHAM FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 204A00036313

Articles of Incorporation of The Graham Foundation, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural born citizen of the United States, competent to contract and form a non-profit corporation under the non-profit corporation laws of the State of Florida and does hereby certify:

ARTICLE 1. NAME

The name of the corporation is **The Graham Foundation, Inc.**

ARTICLE 2. OFFICES

The principal office shall be in St. Petersburg, County of Pinellas, State of Florida. The corporation may also have offices at such other places both within and without the State of Florida as the Board of Directors may from time to time determine the business of the corporation may require.

ARTICLE 3. PURPOSES

Said corporation is organized as a private foundation exclusively for charitable purposes, including relief of the poor, distressed and the underprivileged. The corporation shall make 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.

ARTILE 4. INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors has been appointed as stated in the By-Laws: The following are their names and addresses

- The Reverend Dr. Franklin D. Graham, Founder and President, Director.
4782 Coquina Key Drive S.E.
St. Petersburg, FL 33705
- Mrs. Stacy L. Cooper, Vice President, Director
1342 Coral Place
Hampton, VA 23669
- Mr. Warren Jenkins, 2nd Vice President, Director
1980 Willesdon Drive
Jacksonville, FL 32246

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- Ms. Angela Rinard, Secretary
6064 49th Avenue North
Kenneth City, FL 33709
- Mrs. Michele E. Vargar, Director
3260 Delray Beach Drive
Delray Beach, FL 33483

ARTICLE 5. DISTRIBUTIONS

No part of the net earnings of the corporation shall insure 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. 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 income tax under section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

ARTICLE 6. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code and shall be equally distributed to the following non-profit religious and civil rights organizations, including the United Church of Christ, Inc., The Presbyterian Church, U.S.A., Inc. and the NAACP, Inc.

ARTICLE 7. GOVERNING INSTRUMENT

- 1) The corporation will distribute its income for each tax year at a time and in a 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 a 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 tax code.

ARTICLE 8. DURATION OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE 9. ADDRESS

The street address of the principal office and initial registered office of the corporation in the State of Florida shall be 4782 Coquina Key Drive, S.E., St. Petersburg, FL 33705, and the name of its initial registered agent is Dr. Franklin D. Graham.

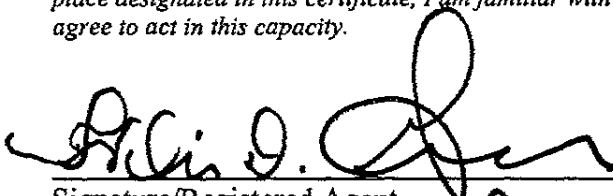
ARTICLE 10. INCORPORATOR

The name and address of the incorporator is:

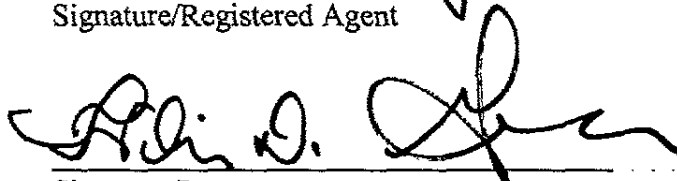
Dr. Franklin D. Graham
4782 Coquina Key Drive, S.E.
St. Petersburg, FL 33705

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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, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

May 12th, 2004
Date


Signature/Incorporator

MAY 12th, 2004
Date