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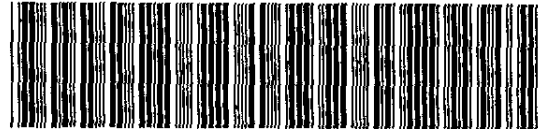
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## ARNOLD & BURGUIERES

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ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SERVING THE TAMPA BAY AREA SINCE 1992  
1701 NINTH STREET NORTH • ST. PETERSBURG, FLORIDA 33704 • (727) 894-0430 • FACSIMILE (727) 823-2742

June 2, 2004

***Via Overnight Mail***

Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation for Two Red Roses Foundation  
Our File No. 169161

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation (original, plus copy) for Two Red Roses Foundation and a check in the amount of \$87.50 for the filing fee, as well as a self-addressed, stamped envelope for the return copy.

Should you require anything else, please do not hesitate to call.

Sincerely,

Robert E. Burguieres, Esq.

REB:jp

Enc.: Articles of Incorporation for The Two Red Roses Foundation, Inc. (orig./copy)  
Check for filing fee \$87.50  
SASE

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RECEIVED  
DIVISION OF CORPORATIONS  
JUN 3 2004

ARTICLES OF INCORPORATION

OF

Two Red Roses: The Foundation, Inc.

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida in accord with Chapter 617 Florida Statutes (Not for Profit), hereby adopts these Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Two Red Roses: The Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address for this corporation shall be: 1650 East Lake Drive, Tarpon Springs, Florida, 34688.

ARTICLE III - PURPOSE

This corporation is formed and organized:

1. For the purpose of administering and receiving funds, tangible and intangible property, for the acquisition and disposition, sale and exchange of artwork, art or antiques to be acquired exclusively for charitable, scientific, cultural, humane, educational, historic, or literary purposes; and
2. For the purpose of acquiring, developing and improving real estate for display of the artwork, art or antiques in a museum open to the public; and,

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DIVISION 12  
SECRET

3. For the purpose of contributing, donating or lending said artwork, art or antiques to other similar foundations or qualified museums or organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code; and,
4. For the purpose of displaying or exhibiting the artwork, art or antiques obtained and received by this corporation to the general public to facilitate and promote an appreciation of said artwork, art or antiques and to educate the general public with regard to the genre' and characteristics of pieces displayed; and,
5. In furtherance of the charitable purposes set forth herein, this corporation shall conduct itself consistent with the charitable, scientific, cultural, humane, educational, historic, or literary purposes determined by the Board of Directors from time to time which may include the application of funds for the establishment of a fine arts museum for the display to the general public of said artwork, art or antiques.
6. Limitations:
  - A. No part of this corporation's net earnings shall inure to the benefit of any member, trustee, officer of the Corporation or any private individual except for reasonable compensation to person(s) for services rendered to this corporation or on behalf of this corporation to facilitate one or more of its purposes.
  - B. Income shall be distributed by this corporation in such manner so as not to be subject to tax on undistributed income imposed by the Internal Revenue Code.

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- C. The Corporation shall not engage in any act of self-dealing as defined by the Internal Revenue Code.
  - D. The Corporation shall not retain any excess business holdings as defined by the Internal Revenue Code.
  - E. The Corporation shall not make any investments in such manner as to subject it to a tax under the Internal Revenue Code.
  - F. Notwithstanding anything herein, the Corporation shall not conduct or carry on any activities not permitted by to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code.
  - G. Upon a dissolution or winding up of the Corporation's affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific or literary or educational organizations which would then qualify under Section 501 (c) (3) of the Internal Revenue Code.
  - H. No corporate powers may be exercised so as to violate the purposes stated herein.

#### ARTICLE IV - MANNER OF ELECTION

The method of electing the Directors shall be as stated in the Bylaws of this corporation.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

The names and street addresses of the persons who shall comprise the initial Board of Directors of this corporation are:

1. Rodolfo Ciccarello, 1650 East Lake Dr., Tarpon Springs, Florida, 34688
2. Thomas Magoulis, 1650 East Lake Dr., Tarpon Springs, Florida, 34688
3. Anne Bomhardt, 1650 East Lake Dr., Tarpon Springs, Florida, 34688


ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of the corporation is Rodolfo Ciccarello, 1650 East Lake Drive, Tarpon Springs, Florida, 34688.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Rodolfo Ciccarello, 1650 East Lake Drive, Tarpon Springs, Florida, 34688.

IN WITNESS WHEREOF, the undersigned has subscribed his hand this 7<sup>th</sup> day of June, 2004.

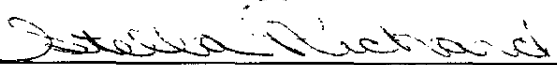
  
\_\_\_\_\_  
Rodolfo Ciccarello, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Rodolfo Ciccarello, at the time of notarization, who did take an oath and who is personally known to me, executed the foregoing for the purpose therein contained.

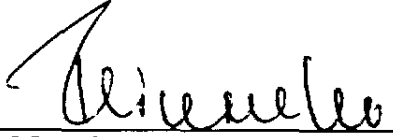
WITNESS my hand and official seal in said County and State this 7<sup>th</sup> day of June, 2004.

STELLA RICHARD  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD293599  
EXPIRES 04/16/2008  
BONDED THRU 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public, State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place specified in Paragraph VI of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office. I acknowledge that my address for these purposes is as stated above.

  
\_\_\_\_\_  
Rodolfo Ciccarello

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SECTION 17  
DIVISION 1