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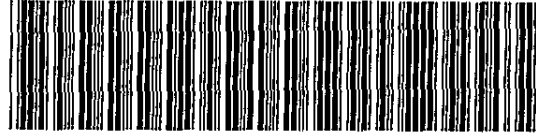
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09/15/04--01034--003 **78.75

09/15/04

GILES & ROBINSON, P.A.
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September 13, 2004

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gains Street
Tallahassee, Florida 32399

Re: The William C. Euler, Jr. and the Andrew F. Oates, Jr. Foundation, Inc.

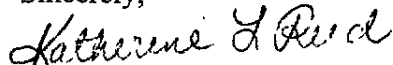
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-mentioned entity along with our firm's check in the amount of \$78.75 for the following:

<u>Item</u>	<u>Amount</u>
Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$ 8.75</u>
TOTAL	\$78.75

Upon acceptance of the charter and filing thereof by your office, please provide me with a certified copy of same.

Sincerely,



Katherine L. Reid,
Legal Assistant to John J. Reid

/klr
Enclosures

**ARTICLES OF INCORPORATION
OF
THE WILLIAM C. EULER, JR. AND THE ANDREW F. OATES, JR. FOUNDATION, INC.**

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be The William C. Euler, Jr. and the Andrew F. Oates, Jr.. Foundation, Inc.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of this corporation shall be 1510 Laird Street, Key West, Florida 32040, until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Purpose

The purposes of this corporation shall be:

1. To support, engender public support for, and increase public participation in the arts in Key West, Florida; and
2. To support and encourage the development and education of the residents of Nantucket, Massachusetts through scholarship grants, other awards and contributions: and
3. To conduct any activity that may be lawfully conducted by such an organization that is not inconsistent with exemption from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE V

Membership

The corporation is a non-membership organization and shall not have any members.

ARTICLE VI

Incorporator

The name and street address of the incorporator is:

Name	Address
Andrew F. Oates, Jr.	1510 Laird Street Key West, Florida 33040

ARTICLE VII

Board of Directors

The affairs of this corporation shall be managed by a Board of Directors which shall consist of at least three (3) persons. The initial Board of Directors is composed of:

Andrew F. Oates, Jr.
1510 Laird Street
Key West, Florida 33040

Charles Shaw
2417 Seidenberg Avenue
Key West, Florida 33040

Bryan Gilchrist
2417 Seidenberg Avenue
Key West, Florida 33040

ARTICLE VIII

Initial Officers

The names of the initial officers who shall serve until the first election shall be as follows:

President	Andrew F. Oates, Jr.
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Vice President	Bryan Gilchrist
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Secretary Charles Shaw

Treasurer Andrew F. Oates, Jr.

ARTICLE IX
Registered Agent and Registered Office

The initial registered agent of this corporation shall be Andrew F. Oates, Jr. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 1510 Laird Street, Key West, Florida 33040.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
Limitations

This corporation is not authorized to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article III 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII
Dissolution

In the event of the dissolution of this corporation, the Board of Directors shall, after paying, or making provision for the payment of, all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law), as the Board of Directors shall determine.

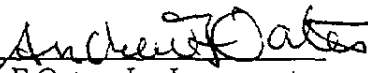
ARTICLE XIII
Bylaws

The power to adopt, alter, amend or repeal provisions of the Bylaws shall be vested in the Board of Directors and shall be accomplished in accordance with the requirements of the Bylaws.

ARTICLE XIV
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided that at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto executed these Articles of Incorporation this 27 day of July, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Andrew F Oates, Jr., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That The William C. Euler, Jr. and the Andrew F. Oates, Jr. Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Key West, State of Florida, has named Andrew F. Oates, Jr. located at 1510 Laird Street, Key West, Fl 33040 as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

Andrew F. Oates
Andrew F. Oates, Jr., Incorporator

Dated: July 27 2004

7/27/04 1:09

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Andrew F. Oates
Andrew F. Oates, Jr., Registered Agent

Dated: July 27 2004