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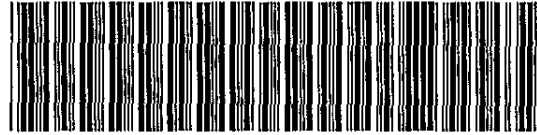
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A LEGACY PLANNING LAW FIRM

A Professional Corporation

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September 14, 2004

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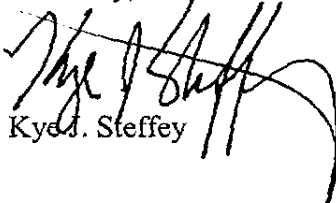
RE: The John and Martha Lindsay Charitable Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the articles of incorporation for The John and Martha Lindsay Charitable Foundation, Inc. and the required \$78.75 check. Please file the articles of incorporation and return a file-stamped copy of these articles to our firm at our Indiana office.

If you have any questions, please contact me at my number above. Thank you for your assistance with this matter.

Sincerely,


Kye J. Steffey

Enclosure(s)

ARTICLES OF INCORPORATION
OF
THE JOHN AND MARTHA LINDSAY CHARITABLE FOUNDATION, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Not-For-Profit Corporation Act of 1991, as amended, (hereinafter referred to as the "Act") executes the following Articles of Incorporation.

ARTICLE I
Name

The Name of the Corporation is: The John and Martha Lindsay Charitable Foundation, Inc..

ARTICLE II
Purposes and Powers

The John and Martha Lindsay Charitable Foundation, Inc. is organized for a charitable purpose. The corporation will make qualifying distributions to organizations that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals.

ARTICLE III
Type of Corporation

The Corporation shall be considered a public benefit corporation.

ARTICLE IV
Principal Office and Resident Agent

Section 1. The post-office address of the principal office of the Corporation is 6 Mangrove Point, St. Pete Beach, Florida 33706.

Section 2. The name and address of its Resident Agent is John Lindsay, 6 Mangrove Point, St. Pete Beach, Florida 33706.

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CORPORATION DIVISION

ARTICLE V
Members

The Corporation shall not have members.

ARTICLE VI
Incorporator

The name and post-office address of the incorporator of the Corporation is as follows:

- (a) John Lindsay
6 Mangrove Point
St. Pete Beach, Florida 33706.

ARTICLE VII
Directors

Section 1. The initial Board of Directors shall consist of four (4) Directors. The maximum number of Directors may, from time to time, be fixed by the Bylaws of the Corporation at any number. In the absence of a Bylaw fixing the number of Directors, the maximum number shall be four (4).

Section 2. The Bylaws may provide other pertinent provisions concerning the members of the Board of Directors of the Corporation.

Section 3. The name and post-office address of the initial Directors are as follows:

John Lindsay
6 Mangrove Point
St. Pete Beach, Florida 33706

Martha H. Lindsay
6 Mangrove Point
St. Pete Beach, Florida 33706

Kathryn E. Williams
8532 Deerpath
West Chester, OH 45069

Mary L. Kidwell
6311 Ash Street
Prairie Village, KS 66208

Section 4. The term of the initial Directors shall be determined according to the bylaws of the corporation from time to time in force.

ARTICLE VIII
Provisions for Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this State, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating that powers of the Corporation, the Directors or the Members, are as follows:

The Corporation is organized exclusively for charitable and public benefit purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its 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 II 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 by a corporation 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).

Notwithstanding any other provision of these Articles, the Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

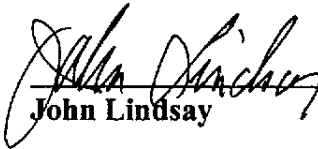
No dividend shall ever be declared or paid by the Corporation, and upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall escheat to the State of Florida for public purposes. These assets shall be paid into the general treasury of the State of Florida through payment to the treasurer of the State.

The Corporation shall not participate in any activity that would result in loss of tax exempt status once obtained.

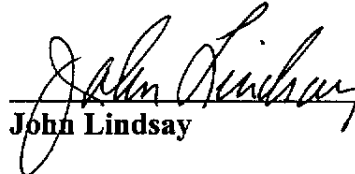
The Corporation shall to the extent of its resources indemnify any member of the Board of Directors or Officer or former Director or Officer of the Corporation against expenses actually and

reasonable incurred by such person in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such Director or Officer, including, but not limited to, expenses for attorney's fees, court costs, judgments, fines, penalties, amounts paid in settlement, and other expenses of litigation, exception relation to matters as to which such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

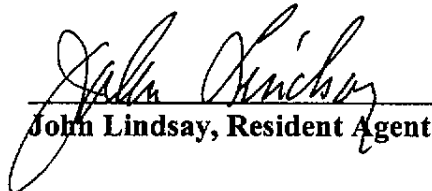
IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and certifies to the truth of the facts herein stated this 7 day of September, 2004.


John Lindsay

I affirm under the penalties of perjury that the foregoing representations are true.


John Lindsay

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0503 FLORIDA STATUTES.


John Lindsay, Resident Agent

DATED: September 7, 2004

Prepared by:
Brad A. Galbraith
Galbraith Associates, P.C.
5150 North Tamiami Trail Suite 402
Naples, Florida 34103
239-593-0996
239-593-4623 (fax)

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