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FLORIDA NON-PROFIT CORPORATION

KRAUSS-MILLER-LUTZ CHARITABLE TRUST FOUNDATION, INC.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 30, 2004

BATTAGLIA ROSS CORPORATE

SUBJECT: KRAUSS-MILLER-LUTZ CHARITABLE TRUST FOUNDATION, INC.
REF: W04000036119

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

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Letter Number: 004A00057078

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**ARTICLES OF INCORPORATION
OF
KRAUSS-MILLER-LUTZ CHARITABLE TRUST FOUNDATION, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Charitable Trust Foundation") is:

Krauss-Miller-Lutz Charitable Trust Foundation, Inc.

**ARTICLE II.
ADDRESS**

The initial principal office and mailing address of the Charitable Trust Foundation is:

715 North Sherrill Street
Tampa, Florida 33609

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Charitable Trust Foundation's initial registered agent is:

Charlene D. Moore
13107 Heata Place
Riverview, Florida 33569

**ARTICLE IV.
INCORPORATOR**

The name and address of the sole incorporator of the Charitable Trust Foundation is:

John B. Kearney
5404 Leilani Drive
St. Petersburg Beach, Florida 33706

**ARTICLE V.
PURPOSE AND TERM**

The Charitable Trust Foundation is organized for any lawful purpose or purposes which is

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charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes and not for pecuniary profit and not specifically prohibited to corporations under other laws of this state as may be more fully described in the Bylaws.

The Charitable Trust Foundation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit Charitable Trust Foundation.

The Charitable Trust Foundation's term shall be set forth in the Bylaws of the Charitable Trust Foundation.

ARTICLE VI. ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Charitable Trust Foundation at all times:

1. The Charitable Trust Foundation 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.

2. No part of the activities of the Charitable Trust Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

3. No part of the net earnings of the Charitable Trust Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Charitable Trust Foundation 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 these Articles.

4. The Charitable Trust Foundation shall be a non-stock Charitable Trust Foundation and shall not have the power to declare dividends.

5. The Charitable Trust Foundation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Charitable Trust Foundation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Charitable Trust Foundation engage directly or indirectly in any activity that would cause the loss of such qualification.

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**ARTICLE VII.
DIRECTORS AND MEMBERS**

There will be no members in the Charitable Trust Foundation. The number of directors on the Board shall be four (4) persons. The manner in which the directors are to be elected shall be as stated in the Bylaws.

The name and address of the person(s) to serve as director of the Charitable Trust Foundation until the first annual meeting of the Board of Directors of the Charitable Trust Foundation, or until one or more successors have been elected and qualify, is as follows:

John E. Kearney
5404 Leilani Drive
St. Petersburg Beach, Florida 33706

Andrew T. Sirianni
10702 Donbrose Avenue
Tampa, Florida 33615

Walter G. Weinlander
2212 McKinley Avenue
Bay City, Michigan 48708

Virginia R. Miller
3307 West Maritana Drive
St. Petersburg Beach, Florida 33706

**ARTICLE VIII.
AMENDMENT**

These Articles and the Bylaws may only be amended as provided in the Bylaws of the Charitable Trust Foundation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, neither these Articles nor the Bylaws shall be amended in a manner that will cause the Charitable Trust Foundation to no longer qualify as a not-for-profit Charitable Trust Foundation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE IX.
DISSOLUTION**

Upon the dissolution or winding up of the Charitable Trust Foundation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Charitable Trust Foundation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Charitable Trust Foundation (including assets held by the Charitable Trust Foundation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations named in the Bylaws provided that they are qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a Charitable Trust Foundation under the Florida Not-For-Profit Corporation

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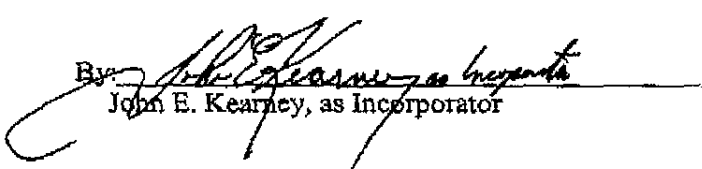
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Act has executed these Articles of Incorporation this 17th day of September, 2004.

By


John E. Kearney, as Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Krauss-Miller-Lutz Charitable Trust Foundation
Inc.

2. The name and address of the registered agent and office is:

Charlene D. Moore
13107 Heata Place
Riverview, Florida 33569

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9/24/04, 2004

By: Charlene D. Moore
Charlene D. Moore
Initial Registered Agent

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