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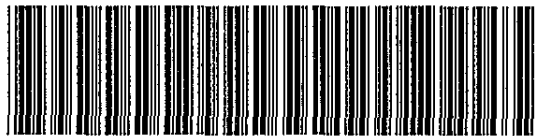
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TH 10/12/04

TRIMMIER LAW FIRM

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Carleton P. Ketcham, Jr. *
Chip Trimmier †
Bridget Lemelle-Phillips †•
Haydn M. Trechsel *
* Licensed in Alabama
† Licensed in Florida
• Licensed in Louisiana

A PARTNERSHIP OF LIMITED LIABILITY ENTITIES
ATTORNEYS AT LAW

2737 HIGHLAND AVENUE
BIRMINGHAM, ALABAMA 35205

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October 7, 2004

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

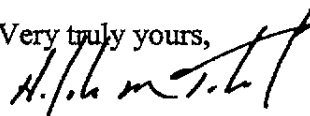
RE: Tampa Bay Federal Foundation, Inc.

Division of Corporations:

Enclosed please find for filing in your office the original and one copy of the Articles of Incorporation of Tampa Bay Federal Foundation, Inc., a proposed Florida not for profit corporation. I have also enclosed a check of Tampa Bay Federal Credit Union made payable to Florida Department of State, Division of Corporations, in the amount of \$78.75. This check is payment for the filing fee in the amount of \$35.00, the fee for the enrollment of Mr. Dale Schumacher as registered agent in the amount of \$35.00, and \$8.75 for a Certified Copy of the filed Articles of Incorporation to be returned to me at the above address. I have enclosed a self-addressed, stamped envelope for your use.

I thank you for your cooperation and assistance. Please do not hesitate to contact me should you have any questions regarding the enclosed, or should you need further information.

Very truly yours,



Haydn M. Trechsel
For Trimmier Law Firm

cc: Ms. Erica Burdette (w/out encl.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

**TAMPA BAY FEDERAL FOUNDATION, INC.
A Florida Not for Profit Corporation**

The Undersigned, for the purpose of forming a corporation pursuant to Chapter 617 of Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is Tampa Bay Federal Foundation, Inc.

**ARTICLE II
Addresses**

The street address of the corporation's principal office is 3815 N. Nebraska Avenue, Tampa, Florida 33607, and the mailing address of the corporation's principal office is P. O. Box 7492, Tampa, Florida 33673-7492.

**ARTICLE III
Purposes**

The purpose or purposes for which the Corporation is organized are exclusively charitable, educational and scientific and include the following:

- (1) To aid, support and assist by gifts, contributions or otherwise other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.
- (2) To receive and administer funds for charitable, educational and scientific purposes, and to that end the Corporation is empowered to hold any property, or undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Directors of the Corporation, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the

Corporation or any applicable laws.

- (3) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.
- (4) All of the foregoing purposes shall be exercised exclusively for charitable, educational and scientific purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV **Limitations**

- (1) Notwithstanding any provision of these Articles, the Corporation shall not conduct any activities not permitted to be carried on by an organization exempt from Federal and State 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.
- (2) The Corporation is organized exclusively for charitable, educational and scientific purposes
- (3) The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors or Officers thereof, or to any individual, except as reasonable compensation for services actually performed in conducting the Corporation's charitable, educational and scientific purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes, and no part of such property, assets, profits and net income shall inure to the benefit of any individual.
- (4) No substantial part of the activities of the Corporation shall consist of the conducting of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (5) In the event the Corporation shall be considered a "Private Foundation" by the United States Internal Revenue Service under provisions of the United States Code, the following provisions shall apply:
 - (a) 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.

- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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 V

Duration

The period of its duration is perpetual.

ARTICLE VI

Initial Registered Agent

The address of the initial registered office of the Corporation is 3815 N. Nebraska Avenue, Tampa, Florida 33607, and the name of its initial registered agent at such address is Dale Schumacher.

ARTICLE VI

Directors

The method of selection of the Board of Directors of the Corporation and the number of Directors of the Corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

NAME

Tampa Bay Federal Credit Union

ADDRESS

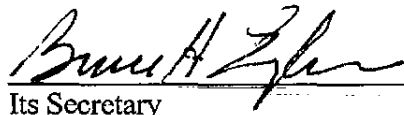
P. O. Box 7492
Tampa, FL 33673-7492

THE UNDERSIGNED has subscribed its name this 28th day of September, 2004.



Dale Schumacher, Its President

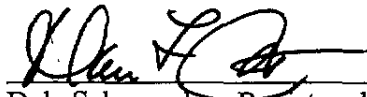
ATTEST:



Its Secretary

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Dale Schumacher, Registered Agent

This Instrument Prepared By:
Haydn M. Trechsel

Trimmier Law Firm, L.L.C.
P. O. Box 1885
Birmingham, AL 35201-1885