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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2004 NOV -2 PM 12:49

FLORIDA NON-PROFIT CORPORATION

**THE CULINARY AND HOSPITALITY EDUCATION FOUNDATION OF
SOUTHWEST FLORIDA, INC.**

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**ARTICLES OF INCORPORATION
OF
THE CULINARY AND HOSPITALITY EDUCATION FOUNDATION
OF SOUTHWEST FLORIDA, INC.
(A Corporation Not-For-Profit)**

STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation (the "Corporation") is THE CULINARY AND HOSPITALITY EDUCATION FOUNDATION OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 5601 Turtle Bay Drive #1403, Naples, Florida 34108..

ARTICLE III

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation shall serve in Naples, Florida, Bonita Springs, Florida, and other areas of Collier and Lee Counties as a vehicle to lend support to the food service and hospitality industries by providing scholarships, awards, financial incentives, and skills development opportunities to deserving individuals in Southwest Florida who are committed to furthering their education and enhancing their careers, and shall perform any act incidental to, or in connection with, the foregoing purposes.

The Corporation 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 corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

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ARTICLE IV

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualifications for membership in the Corporation may be modified as provided in the Bylaws.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, that the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Ms. Jeannette Boucher Foundation President	5601 Turtle Bay Drive #1403 Naples, Florida 34108
Ms. Mary A. King President, Naples Chapter Chaîne des Rôtisseurs	1905 Seville Boulevard #312 Naples, Florida 34109
Ms. Patricia Carpenter	2060 Gordon Drive Naples, FL 34102
Ms. Barbara Meek Foundation Secretary/Treasurer	599 9th Street North Naples, FL 34102
Dr. James Cromer	835 Vanderbilt Beach Road, #255 Naples, 34108
Mr. Michael E. Lyons President, Bonita Chapter Chaîne des Rôtisseurs	3070 Greenflower Court Bonita Springs, FL 34134
Ms. Marian Klein Foundation Vice President	3075 Greenflower Court Bonita Springs, FL 34134
Chef/Instructor Claudio Ferrer Culinary Dept. Head	Palmetto Ridge High School 1655 Victory Lane, Naples, FL 34120
Exec. Chef William Gahabka	The Club at Mediterra 15755 Corso Mediterra Circle Naples, FL 34110

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Mr. John Grabau	4731 Bonita Bay Blvd., #904 Bonita Springs, FL 34134
Mr. Kenneth D. Krier, Esq.	Cummings & Lockwood LLC 3001 Tamiami Trail N, Suite 400 Naples, Florida 34103
Ms. Shirley Mueller	4236 Sanctuary Way Bonita Springs, FL 34134
Mr. Darren Robertshaw VP Hospitality	Trianon Bonita Bay 3401 Bay Commons Drive Bonita Springs, FL 34134
Mr. John Thomas	5921 Three Iron Drive, #2903 Naples, FL 34110
Mr. Robert Waddell	27241 Lakeway Drive Bonita Springs, FL 34134

ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII

The name and address of the Corporation's registered agent are:

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

ARTICLE VIII

These Articles may be amended as provided in the Bylaws.

ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

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ARTICLE X

The name and address of the incorporator are:

Kenneth D. Krier, Esq.
Cummings & Lockwood LLC
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

ARTICLE XI

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XII

Notwithstanding any other provision of these Articles to the contrary, during any period, or periods, when the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

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Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3 Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4943 of the Code.

Section 4 Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Corporation has acquired such assets.

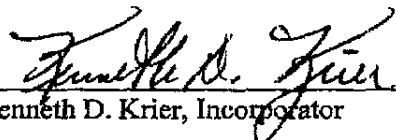
Section 5 Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XIII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 26th day of October, 2004, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:


Kenneth D. Krier, Incorporator

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STATE
TALLAHASSEE FLORIDA

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: THE CULINARY AND HOSPITALITY EDUCATION FOUNDATION OF SOUTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office is:

CLASP Inc.
3001 Tamiami Trail North, Fourth Floor
Naples, Florida 34103

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.

Registered Agent

CLASP Inc.

By:


Robert L. Lancaster, Vice President

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