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To: Division of Corporations
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FLORIDA NON-PROFIT CORPORATION
PINECREST FOUNDATION, INC.

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: Pinecrest Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 12645 South Dixie Highway, Pinecrest, Florida 33156.

ARTICLE III. PURPOSE(S)

The specific purpose(s) for which the corporation is organized is to provide financial and other support to the Village of Pinecrest, Florida, in order for said Village of Pinecrest to carry out community programs in the areas of parks and recreation, library, education and culture.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the Bylaws.

ARTICLE V. ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation may be amended only by the Pinecrest Village Council. The Bylaws and any amendments thereto must be approved by the Pinecrest Village Council.

ARTICLE VI. CONTROL

The corporation shall adhere to and be bound by any and all ordinances enacted by the Pinecrest Village Council applicable to the corporation or its activities.

ARTICLE VII. MEMBER

The sole member of the corporation shall be the Pinecrest Village Council (the "Member"). The rights of the Member shall be as set forth in the Bylaws and the Articles of Incorporation.

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

American Information Services, Inc.
One Southeast Third Avenue, Suite 2800
Miami, Florida 33131

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ARTICLE IX. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.
One Southeast Third Avenue, Suite 2800
Miami, Florida 33131

ARTICLE X. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

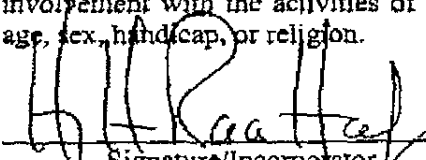
a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. NONDISCRIMINATION

No person shall be denied association with, participation in the programs of, or other involvement with the activities of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.


Signature/Incorporator

3/30/2005
Date

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(An additional article must be added if an effective date is requested.)

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.

American Information Services, Inc.

By: Nery C. Toledo, Asst. Sec.
Signature/Registered Agent

March 30, 2005
Date

Nery C. Toledo, Asst. Sec.

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