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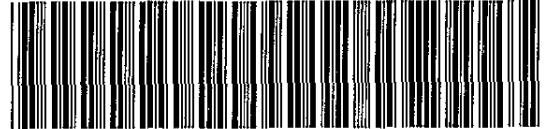
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**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Arts

1.) The Hadden Foundation, Inc.

(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_

(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_

(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_

(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_

(CORPORATE NAME & DOCUMENT #)

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**SPECIAL INSTRUCTIONS**

**ARTICLES OF INCORPORATION**  
**OF**  
**THE HADDEN FOUNDATION, INC.**

The undersigned incorporator, desiring to form a Corporation, not for profit, pursuant to Chapter 617 of the laws of the State of Florida, does hereby submit the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be The Hadden Foundation, Inc.

**ARTICLE II**  
**TERM**

- A. The term of existence of the Corporation is perpetual.
- B. The corporate existence will commence on May 1, 2005.

**ARTICLE III**  
**PURPOSES**

A. The specific purposes for which this Foundation is organized are to promote and encourage the study and display of folk art and minerals in particular, and natural history in general.

B. The general purposes for which this Foundation is organized are to promote the health, education and welfare of the community and to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and rulings and regulations promulgated thereunder, as from time to time amended hereinafter, collectively "Code Section \_\_\_\_".

C. The Foundation shall have the power and authority to promote the health, education and welfare of the community and to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

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## **ARTICLE IV MEMBERS**

The Foundation shall have no members and shall not have the authority to issue stock.

## **ARTICLE V MANAGEMENT OF THE FOUNDATION BY TRUSTEES**

A. The affairs of the Foundation shall be managed by a Board of Trustees. There shall be four (4) Trustees initially. The number may be increased or diminished from time to time as provided in the By-Laws, but in no event shall there be fewer than three (3) Trustees.

B. Except as set forth in these Articles of Incorporation or the laws of the state of Florida, the qualification of the Trustees, their terms of office, their duties, powers, liability, manner of removal and election, the filing of vacancies, the filling of new created Trusteeships and other matters relating to the Board of Trustees shall be as prescribed in the By-Laws.

C. The names and street addresses of the initial Board of Trustees are as follows:

Alexander Hadden  
17026 Alamanda Drive  
Sugarloaf Key, Florida 33042

Susan H. Hadden  
17026 Alamanda Drive  
Sugarloaf Key, Florida 33042

Katherine Hadden  
17026 Alamanda Drive  
Sugarloaf Key, Florida 33042

Walter Reed  
311 Fairview  
Reading, Pennsylvania 19606

## **ARTICLE VI LIMITATION ON EXERCISE OF CORPORATE POWERS**

The following limitations shall exist with respect to this Foundation:

A. No part of the income or principal of the Foundation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the Foundation or any member of the Foundation or any other private individual, except that the Foundation shall have the power and authority to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions in furtherance of the exempt purposes of the Foundation. No Trustee or Officer of the Foundation, or any private individual shall be entitled to share in any distributions from the Foundation. The Foundation shall not engage in any activities which constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Code Section 4942.

C. The Foundation shall not engage in acts of self-dealing, as defined in Code Section 4941(a).

D. The Foundation shall not retain any excess business holdings, as defined in Code Section 4943(c).

E. The Foundation shall not make any investments in such manner so as to subject it to tax under Code Section 4944.

F. The Foundation shall not make any taxable expenditures, as defined in Code Section 4945(d).

G. The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Code Section 501(c)(3), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

## **ARTICLE VII CORPORATE POWERS GENERALLY**

In addition to the powers granted by law to a corporation organized under Chapter 617 of the Florida Statutes, but subject to the limitations set forth elsewhere herein, the Foundation shall have the following corporate powers in furtherance of its exempt purposes.

A. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, or whatever nature or description and wherever situated; and

B. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitations as may be prescribed by law; and

C. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Foundation for monies borrowed or in payment for property acquired or for any of the other purposes of the Foundation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Foundation, wherever situated; and

D. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

E. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Foundation, subject to such limitations as are or may be prescribed by law.

#### **ARTICLE VIII LIMITATION ON LIABILITY**

No Trustee of the Foundation shall have any personal liability to the Foundation or to any of its members for monetary damages for breach of fiduciary duty as a Trustee; provided, however, that this provision eliminating such personal liability of a Trustee shall not eliminate or limit the liability of a Trustee (i) for any breach of the Trustee's duty of loyalty to the Foundation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Chapter 617 of the laws of the State of Florida, or (iv) for any transaction from which the Trustee derived an improper personal benefit.

#### **ARTICLE IX DISSOLUTION**

A. Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the exempt purposes set forth herein in a manner consistent with Code Section 501(c)(3), or to one or more or charitable, educational, religious, or scientific organizations exempt under Code Section 501(c)(3), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Foundation is then located, 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 X INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation are:

Bernard Dane Stein  
200 South Biscayne Boulevard  
Suite 3000  
Miami, Florida 33131

**ARTICLE XI  
BY-LAWS**

The first By-Laws of the Foundation shall be adopted by the Board of Trustees designated herein.

**ARTICLE XII  
AMENDMENTS**

The procedures for amending these Articles of Incorporation and the By-Laws are set forth in the By-Laws, except that said right shall not be exercised in a manner that would produce any inconsistency with these Articles of Incorporation as originally adopted and filed with the Secretary of State of Florida.

**ARTICLE XIII  
ADDRESS**

The street address and mailing address of the initial principal office of the Foundation are:

17026 Alamanda Drive  
Sugarloaf Key, Florida 33042

**ARTICLE XIV  
INDEMNIFICATION OF OFFICERS AND TRUSTEES**

A. Each present or future officer or Trustee of this Foundation whether or not then in office, shall be held harmless and indemnified by the Foundation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding, or any settlement or compromise thereof to which he or she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him or her while acting as an officer or Trustee in good faith, except in relation to matters as to which recovery shall be had against him or her by reason of his or her being finally adjudged in such action, suit, or proceeding as being guilty of willful misconduct in the performance of duties as officer or Trustee; and the foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled as a matter of law. Each officer shall be likewise indemnified against any such judgment, decree, or fine which may be imposed upon him or her in any such proceeding, suit, action, or prosecution.

B. The Foundation, by and through its Board of Trustees, may elect to indemnify its officers and Trustees against all expenses and liabilities including but not limited to reasonable attorneys' fees incurred in connection with any proceeding or settlement thereof in which any officer or Trustee may become involved by reason of holding such office. The Foundation may purchase and maintain insurance on behalf of all officers and Trustees against any liability

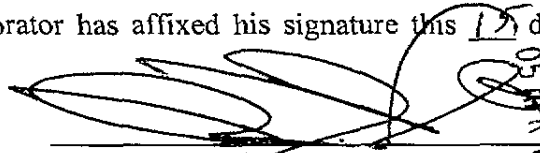
asserted against them in their capacity as officers and Trustees or arising out of their status as such.

**ARTICLE XVI  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered agent authorized to accept service of process within Florida for the Foundation is:

Bernard Dane Stein  
Wachovia Financial Center, Suite 3000  
200 South Biscayne Blvd.  
Miami, Florida 33131

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 15 day of April, 2005.

  
\_\_\_\_\_  
Bernard Dane Stein

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STATE OF FLORIDA

)


) SS.:

COUNTY OF MIAMI-DADE

)

On this 15 day of April, 2005 personally appeared before me Bernard Dane Stein, and he acknowledged executing the foregoing instrument for the purposes set forth therein. He is personally known to me and he did not take an oath,

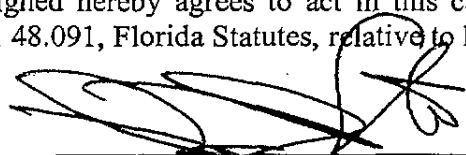
WITNESS my hand and official seal, this 15 day of April, 2005.

NOTARY PUBLIC-STATE OF FLORIDA  
 **Jeanette Ruiz**  
Commission #DD378283  
Expires: JAN. 22, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for The Hadden Foundation, Inc. at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping said office for service of process.

  
\_\_\_\_\_  
BERNARD DANE STEIN Date 4/15/05