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SAL

FLORIDA NON-PROFIT CORPORATION

POINTE CHARITABLE FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 27, 2005

CORPORATION SERVICE COMPANY

SUBJECT: POINTE BANK CHARITABLE FOUNDATION, INC.
REF: W05000021238

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.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

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Dorine Martin
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Resubmit

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

POINTE CHARITABLE FOUNDATION, INC.

To: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the Florida Not For Profit Corporation Act.

ARTICLE I

The name of the Corporation is Pointe Charitable Foundation, Inc.
(hereinafter called the "Corporation").

ARTICLE II

The principal place of business and the mailing address of the Corporation is 21845 Powerline Road, Boca Raton, Florida 33433.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific and literary purposes, within the meaning of

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (hereinafter the "Code"), and within such limits, to support other organizations organized and operated exclusively for one or more such purposes, which may include the distribution of the Corporation's income or corpus; and consistent with the above, to engage in any lawful acts or activities for which corporations may be organized under the Florida Not For Profit Corporation Act.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the By-laws.

ARTICLE VII

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the By-laws.

ARTICLE VIII

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation, --

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it

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directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE IV hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Code, shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code.

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE IV hereof.

(e) (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Code.

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Code.

ARTICLE IX

The address, including street and number, of the Corporation's initial registered office in Florida is 1201 Hays Street, Tallahassee, Florida, 32301. The name of the Corporation's initial registered agent at such address is Corporation Service Company.

ARTICLE X

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

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<u>NAME</u>	<u>ADDRESS</u>
R. Carl Palmer, Jr.	21845 Powerline Road Boca Raton, Florida 33433
D. Richard Mead, Jr.	21845 Powerline Road Boca Raton, Florida 33433
Jean Murphy-Engler	21845 Powerline Road Boca Raton, Florida 33433

ARTICLE XI


The names and addresses, including street numbers, of the
Incorporators of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Siobhan C. Rausch	Hogan & Hartson, L.L.P. 555 13 th Street, N.W. Washington, D.C. 20004
Stuart G. Stein	Hogan & Hartson, L.L.P. 555 13 th Street, N.W. Washington, D.C. 20004

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IN WITNESS WHEREOF, we have executed these Articles of
Incorporation this 25th day of April, 2005.



Stuart G. Stein



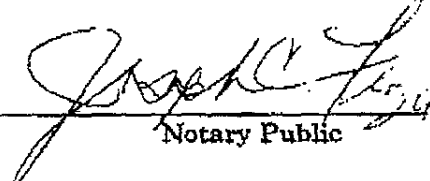
Siobhan C. Rausch

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CITY OF WASHINGTON
DISTRICT OF COLUMBIA)
) ss:

I, Joseph C. Frazee, a Notary Public, hereby certify
that on the 25 day of April, 2005, Stuart G. Stein, and
Siobhan C. Rausch personally appeared before me being by me first duly sworn,
declared that they signed the foregoing Articles of Incorporation of Pointe
Charitable Foundation, Inc. as Incorporators, and that the statements therein
contained are true.


Notary Public

(Notarial Seal)

My Commission Expires:

5-31-07

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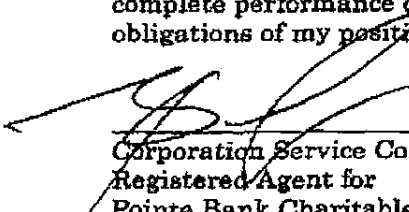
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Corporation is Pointe Charitable Foundation, Inc.
2. The name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept serve 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.


Brian Courtney
Asst. V. Pres.
Corporation Service Company
Registered Agent for
Pointe Bank Charitable Foundation, Inc.

4-26-05
Date

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