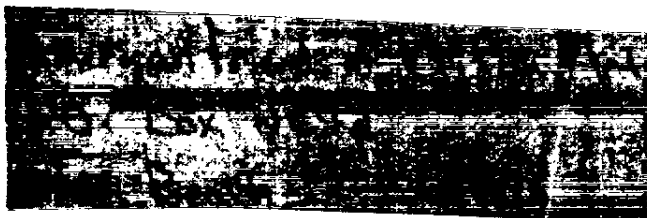


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**ARTICLES OF INCORPORATION OF  
AMERICAN FRIENDS OF BRITISH ART, INC.  
(A Florida Nonprofit Corporation)**

ARTICLE I. NAME

The name of this corporation shall be AMERICAN FRIENDS OF BRITISH ART, INC., and its initial location shall be: P.O. Box 2842, Palm Beach, FL 33480.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

This corporation is organized for the purpose of soliciting funds that will be donated to artistic and architectural restoration and preservation projects in Great Britain and the United Kingdom, and to do such other things as are incidental to the purposes of the corporation as set out in the bylaws, including engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

To exercise all rights and powers conferred by the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

## ARTICLE V. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth.

Any salaries, wage, or compensation, together with fringe benefits, paid to or provided employees, trustees, or officers shall not exceed a value which is reasonable and commensurate with the duties and activities associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

The purposes for which AMERICAN FRIENDS OF BRITISH ART, INC., is organized, are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. If such assets cannot be so distributed, they may be distributed to a local, state, or federal government for a public purpose; but, any such assets so disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is located, exclusively for the purposes set out herein.

This corporation is specifically precluded from engaging in any prohibited activity as defined in Section 617.0105, Florida Statutes.

## ARTICLE VI. MEMBERSHIP

Any person who agrees to be bound by these Articles of Incorporation, by the corporate Bylaws, and any rules and regulations which the Board of Trustees may from time to time adopt, who completes a membership application form, and who is qualified for membership as set out in the Bylaws, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Trustees further discretionary powers relating to membership, including but not limited to designation classes of membership, voting rights, and procedures for membership.

## ARTICLE VII. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Trustees.

Any action required or permitted to be taken by the Board of Trustees, under any provision of the law, may be taken without a meeting, if all the trustees shall individually or

collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Trustees. Any such action by written consent shall have the same force and effect as if taken by a unanimous written consent of the Board of trustees without a meeting, and that these Articles of Incorporation authorize the Board of Trustees to so act. Such a statement shall be prima facia evidence of such authority.

#### ARTICLE VIII. BOARD OF TRUSTEES

This corporation's initial Board of Trustees shall have trustees. The number of trustees may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The trustees shall be selected from among the participating members or interested parties, by the founder of the said organization, and those selected shall provide their consent to such placement on the Board. The trustees named herein, comprising the initial Board of Trustees, shall hold office for a lifetime post, unless formal resignation is made.

The name and address of each individual who shall serve as a member of the Initial Board of Trustees are:

1. Dr. Charles Michael Ridgdill  
P.O. Box 2842  
Palm Beach, FL 33480
2. Ms. Beverly Jo Ridgdill  
P.O. Box 25  
LaBelle, FL 33975
3. Mr. Gabriel Isaac Gonzalez  
1400 Village Blvd. #935  
West Palm Beach, FL 33409

#### ARTICLE IX. OFFICERS

The officers shall consist of a president, a vice president, and a secretary/treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Trustees. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Trustees' meeting, and each year thereafter.

The name of the initial officer is: Dr. Charles Michael Ridgdill, who will serve as president of the said organization.

#### ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles of Incorporation are: Dr. Charles Michael Ridgdill  
1400 Village Blvd. #935  
West Palm Beach, FL 33409

Ms. Beverly Jo Ridgdill  
1450 SR 29 North  
LaBelle, FL 33935

#### ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Trustees. The corporate Bylaws may be altered, amended or repealed, in whole or in part, by the Board of trustees in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

#### ARTICLE XIII. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of the majority of the quorum of this corporation's members.

#### ARTICLE XIV. NONSTOCK BASIS

This corporation is organized on a nonstock basis. It shall not issue shares of stock.

ARTICLE XV. INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's initial registered office shall be:

150 S. Main Street, Suite 1

P.O. Box 1466

LaBelle, FL 33975

(863) 675-3903

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Mr. Christopher C. Soud, CPA

The undersigned, constituting this corporation's designated registered agent, who hereby accepts designation as registered agent, and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed the Articles of Incorporation of AMERICAN FRIENDS OF BRITISH ART, INC. on the dates indicated next to their signatures.

  
\_\_\_\_\_  
Registered Agent

4/28/2005  
\_\_\_\_\_  
Date

Michael Ridgill  
\_\_\_\_\_  
Subscriber

4/4/05  
\_\_\_\_\_  
Date

Beverly J. Ridgill  
\_\_\_\_\_  
Subscriber

4-8-05  
\_\_\_\_\_  
Date

**AMERICAN FRIENDS OF BRITISH ART, INC.**  
**REGISTERED AGENT DESIGNATION CERTIFICATE**

The undersigned, as an officer of AMERICAN FRIENDS OF BRITISH ART, INC., authorized to sign this designation on behalf of AMERICAN FRIENDS OF BRITISH ART, INC., hereby states:

**I.**

The address of this corporation's registered office shall be:

150 S. Main Street, Suite 1  
P.O. Box 1466  
LaBelle, FL 33975  
(863) 675-3903

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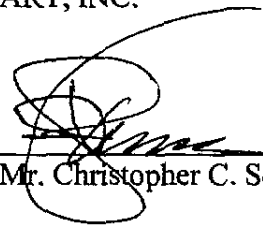
**II.**

The name of the individual who shall serve as this corporation's registered agent at that address is: Mr. Christopher C. Soud, CPA

  
\_\_\_\_\_  
Dr. Charles Michael Ridgill - Corporate Officer

**ACCEPTANCE**

I hereby accept the designation as the registered agent for AMERICAN FRIENDS OF BRITISH ART, INC.

  
\_\_\_\_\_  
Mr. Christopher C. Soud, CPA - Registered Agent