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FLORIDA NON-PROFIT CORPORATION

THE JOE AND LINDY ROTH FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
THE JOE AND LINDY ROTH FOUNDATION, INC.

The undersigned, a citizen of the United States, in order to form a corporation not for profit in accordance with Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be: THE JOE AND LINDY ROTH FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 87851 Old Highway, Penthouse 23, Islamorada, Florida Keys 33036.

ARTICLE III
PURPOSES

This 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, or the corresponding section of any future federal tax code.

ARTICLE IV
DIRECTORS

The manner of election of directors shall be as stated in the bylaws of the corporation.

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are THOMAS V. SICILIANO, 980 North Federal Highway, Suite 440, Boca Raton, Florida 33432.

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator are THOMAS V. SICILIANO, 980 North Federal Highway, Suite 440, Boca Raton, Florida 33432.

ARTICLE VII
NET EARNINGS; CORPORATE ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that 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 set forth in Article III hereof. No substantial part of the activities of this 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 provisions of these articles, 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 Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

ARTICLE VIII
RESTRICTIONS RELATING TO PRIVATE FOUNDATION STATUS

- (1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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(5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX
DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 10th day of June, 2005.



THOMAS V. SICILIANO, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

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.

Thomas V. Siciliano

THOMAS V. SICILIANO, Registered Agent

Date: *June 10, 2005*

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