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From:
Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

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FLORIDA NON-PROFIT CORPORATION

CHICO'S CHARITIES, INC.

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**ARTICLES OF INCORPORATION
OF
CHICO'S CHARITIES, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE 1
Name**

The name of this corporation shall be:

Chico's Charities, Inc.

**ARTICLE 2
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

11215 Metro Parkway
Ft. Myers, Florida 33912

**ARTICLE 3
Purposes**

(a) This corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In order to accomplish the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable and educational activities, and to take such other action which, from time to time, shall be necessary or desirable to implement and further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of 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 the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Director or officer of this corporation, or any private individual (except that reasonable

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compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation 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.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 4

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 5

No Members

The corporation shall have no members.

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ARTICLE 6
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE 7
Registered Agent and Registered Office

The initial registered agent of this corporation shall be A. Alexander Rhodes and the initial registered office of this corporation shall be 11215 Metro Parkway, Ft. Myers, Florida, 33912. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE 8
Incorporator

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

<u>Name</u>	<u>Address</u>
A. Alexander Rhodes	11215 Metro Parkway Ft. Myers, Florida 33912

ARTICLE 9
Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than two, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

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ARTICLE 10
Directors

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, and until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Scott A. Edmonds	11215 Metro Parkway Ft. Myers, Florida 33912
F. Michael Smith	11215 Metro Parkway Ft. Myers, Florida 33912

ARTICLE 11
By-Laws

The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

ARTICLE 12
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the members present at such meeting.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 19 day of July, 2005.


A. ALEXANDER RHODES

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CHICO'S CHARITIES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

A. ALEXANDER RHODES, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 19 day of July, 2005.


A. ALEXANDER RHODES

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