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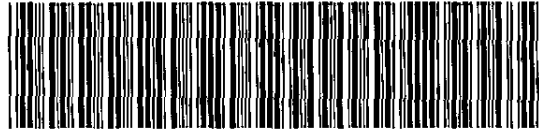
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 502298 3487A

AUTHORIZATION :

*Patricia Pigate*

COST LIMIT : \$ 78.75

ORDER DATE : July 25, 2005

ORDER TIME : 10:06 AM

ORDER NO. : 502298-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Marcy E. Walls  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: THE PEPPER TREE MAGAZINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE PEPPER TREE MAGAZINE, INC.**

**FILED**  
05 JUL 25 PM 3:26  
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The undersigned incorporator, for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is: The Pepper Tree Magazine, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is P.O. Box 15950, Sarasota, Florida 34241.

**ARTICLE III - PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

1. Publish and distribute an educational literary and artistic publication comprised of articles authored by writers of all ages and illustrations created by members of the Corporation's local community. Neither the writers nor the artists receive compensation for their submissions to the publication. The publication is distributed free of charge to the general public and to educational institutions for use in classrooms all as permitted under the laws of the United States and the State of Florida.

2. Conducting its affairs, carrying on its operations, and having offices and exercising powers granted by the Florida Not For Profit Corporation Act in any state or in any foreign country.

3. Administering for charitable purposes property donated to the Corporation..

4. Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with the determination made by the Board of Directors pursuant to these Articles of Incorporation.

5. Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the Corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and exempt from taxation under § 501(a) of the Code.

6. Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need.

7. Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above-described powers.

#### **ARTICLE IV - ELECTION OF THE BOARD OF DIRECTORS**

The Method for electing the Board of Directors of the Corporation shall be stated in the bylaws of the Corporation.

#### **ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esq.

#### **ARTICLE VI - DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under §501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located exclusively for such charitable purposes or such charitable organization or organizations described in §501(c)(3) of the Code as the court shall select.

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**ARTICLE VII - INCORPORATOR**

The names and street address of the incorporator to these Articles of Incorporation is:

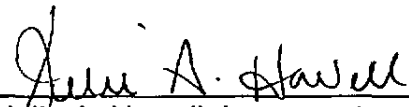
Name

Address

Julie A. Howell

P.O. Box 15950  
Sarasota, FL 34241

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 2005.

  
\_\_\_\_\_  
Julie A. Howell, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Pepper Tree Magazine, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Katherine L. Smith  
Katherine L. Smith, Registered Agent  
Date: July 22, 2005

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