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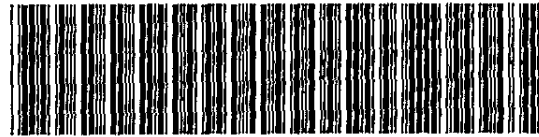
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TALLAHASSEE FLORIDA

W05-41121

9/13/05

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JOSEPH C. KEMPE, Esq. 1,2,3  
DAVID C. TASSELL, P.A.

<sup>1</sup>LL.M. IN TAX LAW  
<sup>2</sup>BOARD CERTIFIED IN TAX LAW  
<sup>3</sup>BOARD CERTIFIED IN WILLS,  
TRUSTS, AND ESTATES  
<sup>4</sup>ALSO ADMITTED IN D.C.

TAX ACCOUNTANTS  
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KRISTA J. GARDNER, ESTHER GARNER,  
TAMI G. KEMPE

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ATTORNEYS AND COUNSELORS AT LAW

941 NORTH HIGHWAY A1A  
JUPITER, FLORIDA 33477

TELEPHONE (561) 747-7300  
FAX (561) 747-7722

August 26, 2005  
*Please Respond to Jupiter Office*

ROYAL PALM FINANCIAL CENTER II  
SUITE 200  
789 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994  
TELEPHONE (772) 223-0700  
FAX (772) 223-0707

THE ATRIUM  
3055 CARDINAL DRIVE  
SUITE 101  
VERO BEACH, FLORIDA 32963  
TELEPHONE (772) 562-4022  
FAX (772) 234-1422

NATIONAL WAYS LINE  
1-800-747-3113

WEBSITE  
WWW.JCKEMPE.COM

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

Re: Tall Pines Charitable Foundation  
Our File No. 1831.306

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Domestication and Articles of Incorporation. Also enclosed is a check for \$128.75 for the filing and certification fees. Please process accordingly.

If you have any questions, please contact us.

Very truly yours,  
Joseph C. Kempe, P.A.



Katherine A. Barski, Esquire

KAB/lp  
Enclosures  
cc: B. Robert Wood (with enclosures)

2005 SEP 14 AM 9:52  
TALLAHASSEE FLORIDA  
DIVISION OF STATE



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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2005 SEP 14 AM 9:52

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

September 1, 2005

JOSEPH C. KEMPE, ESQUIRE  
941 NORTH HIGHWAY A1A  
JUPITER, FL 33477

SUBJECT: THE TALL PINES CHARITABLE FOUNDATION, INC.  
Ref. Number: W05000041121

We have received your document for THE TALL PINES CHARITABLE FOUNDATION, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For the registered agent, you need to list it the way it is on our database.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 305A00055063

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

2005 SEP 14 AM 9:52

The undersigned, Constance C. Wood, President  
(Name) (Title) SECRETARY OF STATE  
TALLAHASSEE FLORIDA

of The Tall Pines Charitable Foundation, Inc. a foreign Corporation,  
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 13, 1985.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Tall Pines Charitable Foundation, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is The Tall Pines Charitable Foundation, Inc..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New Jersey.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of The Tall Pines Charitable Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 23rd day of August, 2005.

Constance C. Wood  
(Authorized Signature)

Constance C. Wood

**Filing Fee:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**  
**OF**  
**THE TALL PINES CHARITABLE FOUNDATION, INC.**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED  
2005 SEP 14 AM 9:52  
TALLAHASSEE FLORIDA

**ARTICLE I**  
**NAME**

The name of the Corporation is The Tall Pines Charitable Foundation, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business/mailling address shall be: 146 Anchor Drive, Vero Beach, Florida 32963.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Subsection 501(h), or participating in, or intervening in including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Constance C. Wood, President, Secretary, Director  
146 Anchor Drive, Vero Beach, FL 32963

B. Robert Wood, Vice President, Treasurer, Director  
146 Anchor Drive, Vero Beach, FL 32963

Peter C. Wood, Director  
1495 Garth Gate Lane, Charlottesville, VA 22901

Wendy W. Schlosser, Director  
238 Dunn Road, Belgrade, ME 04917

Any action required or permitted by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE V** **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 941 N. Highway A1A, Jupiter, FL 33477. The initial registered agent of the Corporation at that address shall be Joseph C. Kempe, Professional Association.

#### **ARTICLE VI** **AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

#### **ARTICLE VII** **INCORPORATORS**

The name and residence address of the subscribers of these Articles of Incorporation are:

Constance C. Wood  
146 Anchor Drive  
Vero Beach, FL 32963

IN WITNESS WHEREOF, this 23rd day of August, 2005.

  
Constance C. Wood, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

The Tall Pines Charitable Foundation, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 146 Anchor Drive, Vero Beach, Florida 32963, has named Joseph C. Kempe, Professional Association, located at 941 N. Hwy. A1A, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

DATE:

August 23, 2005

Constance C. Wood  
Constance C. Wood, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE:

August 26, 2005

Joseph C. Kempe  
Joseph C. Kempe, Professional  
Association, Registered Agent

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2005 SEP 14 AM 9:52  
CLERK OF STATE  
TALLAHASSEE FLORIDA