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MCCARTHY SUMMERS

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**FLORIDA NON-PROFIT CORPORATION**

**United Way of Martin County Foundation, Inc.**

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TALLAHASSEE FLORIDA

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9/19/05

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September 16, 2005

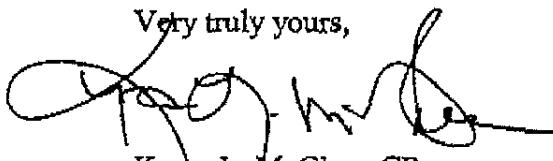
Florida Department of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation For United Way of Martin County Foundation, Inc.

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Incorporation for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,



Karen L. McGhee, CP  
Certified Paralegal  
/klm  
Enclosure

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2005 SEP 16 AM 11:50  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION****OF****UNITED WAY OF MARTIN COUNTY FOUNDATION, INC.****(A Not For Profit Corporation)**2005 SEP 16 AM 11:51  
TALLAHASSEE FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes.

**ARTICLE I****Name**

The name of the Corporation shall be United Way of Martin County Foundation, Inc.

**ARTICLE II****Duration**

The Corporation shall have perpetual existence.

**ARTICLE III****Purposes**

A. This Corporation is organized for the purposes of receiving and maintaining real, tangible, or intangible property, or any combination of the three, and using and applying the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, athletic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, as now in effect or as may hereinafter be amended (the "Internal Revenue Code"). In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these Articles.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE IV

### Restrictions

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. This Corporation is one that does not contemplate pecuniary gain or profit to the directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the assets shall be distributed to the United States of America, the State of Florida, the County of Martin or other local government, for a public purpose. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of which the principal office of the Corporation is then located exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) the Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(ii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iii) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iv) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; and

(v) The Corporation shall make qualifying distributions in accordance with Section 4942(j)(3) of the Internal Revenue Code, and shall at all times fulfill the requirements set forth in Section 4942(j)(3) of the Internal Revenue Code so as to qualify as an "operating foundation" within the meaning of that Section, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE V

### Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

## ARTICLE VI

### Members

The Corporation shall not have members within the meaning of the Florida Not For Profit Corporation Act, unless the By-laws provide that the Corporation shall have members. Instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the By-laws provide that the Corporation shall have members, qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-laws.

## ARTICLE VII

### Board of Directors

This Corporation shall have ten (10) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than six (6) nor more than fifteen (15). The qualification and manner of election or appointment of directors shall be as set forth in the By-laws. The names and addresses of the initial directors are set forth below:

S. Prestley Blake  
6799 SE South Marina Way  
Stuart, Florida 34996

Theodore Brown  
The Private Bank of Bank of America  
819 South Federal Highway, Suite 100  
Stuart, Florida 34994

Leo Clancy  
1419 Winter Creek Road  
Palm City, Florida 34990

Vicki Junod  
Wamer, Fox, Wackeen, Dungey,  
Seeley, Sweet & Beard  
4299 Whiticar Way  
Stuart, Florida 34997

Edith M. Donohue  
Career Path  
144 N.E. Edgewater Dr. Suite 3103  
Stuart, Florida 34996

Robert Thomas  
Rachlin, Cohen & Holtz  
777 S. Flagler Drive, Suite 150  
West Palm Beach, Florida 33401

David Lojpersberger  
Wachovia Securities  
2300 S.E. Monterey Road, Suite 200  
Stuart, Florida 34996

Richard Young  
1666 Buttonbush Circle  
Palm City, Florida 34990

Brian Powers  
Indiantown Gas Co.  
P.O. Box 8  
16600 S.W. Warfield Blvd.  
Indiantown, Florida 34956

Jill Webb-Forbes  
1945 19<sup>th</sup> Court  
Jupiter, Florida 33477

## ARTICLE VIII

### Officers

The officers of the Corporation shall occupy those positions designated in the By-laws, and they shall be elected and shall govern in accordance with the provisions of said By-laws.

## ARTICLE IX

### Principal Office

The initial principal office and mailing address of the Corporation shall be:

50 Kindred Street, Suite 207,  
Stuart, Florida 34994

P.O. Box 362  
Stuart, Florida 34995

## ARTICLE X

Indemnification

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## ARTICLE XI

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

## ARTICLE XII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994 and the name of the initial registered agent of this Corporation at the address is Kenneth A. Norman.

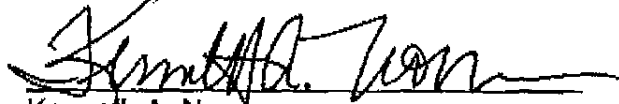
## ARTICLE XIII

Incorporator

The name and address of the incorporator is as follows:

Kenneth A. Norman  
McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A.  
2400 S.E. Federal Highway  
Fourth Floor  
Stuart, Florida 34994

Witness the hand and seal of said Incorporator this 16<sup>th</sup> day of Sept., 2005.

  
Kenneth A. Norman  
Incorporator

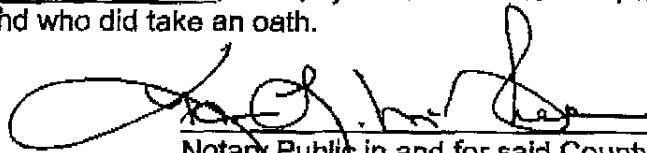
STATE OF FLORIDA )

COUNTY OF MARTIN )

ss

The foregoing instrument was sworn to, subscribed and acknowledged before me this 16<sup>th</sup> day of September, 2005, by Kenneth A. Norman, who is personally known to me, and who did take an oath.

(Seal)

  
Notary Public in and for said County and State



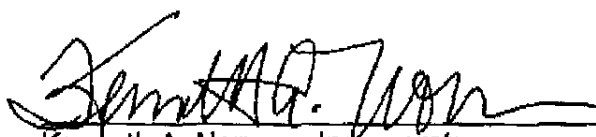


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:


UNITED WAY OF MARTIN COUNTY Foundation, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994 as its initial Registered Office and has named Kenneth A. Norman, located at said address, as its initial Registered Agent.

Signed on Sept. 16, 2005.

  
Kenneth A. Norman, Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Signed on Sept. 16, 2005.

  
Kenneth A. Norman

2005 SEP 16 AM 11:51  
TALLAHASSEE FLORIDA