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Attention: Cynthia Blalock

From: Account Name : COX & NICI
Account Number : I20000000223
Phone : (239)254-0706
Fax Number : (239)254-0709

FLORIDA NON-PROFIT CORPORATION

Francis & Kathleen Rooney Foundation, Inc.

Certificate of Status	1
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 29, 2005

COX & NICI

SUBJECT: FRANCIS & KATHLEEN ROONEY FOUNDATION, INC.
REF: W05000035922

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

See registered agent page.,

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Cynthia Blalock
Document Specialist
New Filings Section

FAX Aud. #: E05000181781
Letter Number: 305A00049315

**ARTICLES OF INCORPORATION
OF
FRANCIS & KATHLEEN ROONEY FOUNDATION, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

Francis & Kathleen Rooney Foundation, Inc.

**ARTICLE II.
ADDRESS**

The initial principal office and mailing address of the Corporation is:

1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

James R. Nici
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV.
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

Joe B. Cox
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE V.
PURPOSE**

The Corporation is organized exclusively for the specific purpose of benefiting, performing the functions of, or carrying out the purposes of that class of publicly supported organizations, including the Collier

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County Community Foundation, Inc., that are described in Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and that engage in charitable activities that are consistent with the charitable purposes of the Collier County Community Foundation, Inc.. The Corporation is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act.

ARTICLE VI. ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends. No member, Trustee, Director or Officer of the Corporation, or any private persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
5. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Code.
6. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE VII. DIRECTORS AND MEMBERSHIP

There will be no members in the Corporation.

The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The manner and procedure for the election of the directors shall be set forth under the Bylaws of the Corporation.

**ARTICLE VIII
INDEMNIFICATION AND LIABILITY**

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831.

**ARTICLE IX
AMENDMENT**

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE X
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 9 day of June, 2005.

By: _____

Joe B. Cox, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

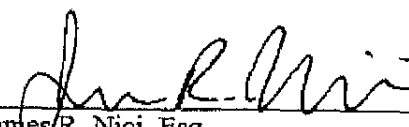
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Francis & Kathleen Rooney Foundation, Inc.
2. The name and address of the registered agent and office is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

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.

Dated: June 9, 2005

By: 
James R. Nici, Esq.
Initial Registered Agent

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