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FLORIDA NON-PROFIT CORPORATION

MacCutcheon Family Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

MacCUTCHEON FAMILY FOUNDATION, INC.

ARTICLE I - NAME

The name of this Florida not-for-profit corporation shall be MacCutcheon Family Foundation, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the Corporation shall be 55 Seabreeze Avenue, Delray Beach, Florida 33483.

ARTICLE III - PURPOSE

To the extent permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), 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, or for the prevention of cruelty to children or animals, including for such purposes the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code and that are not private foundations as described in Section 509(a) of the Code.

ARTICLE IV - MANAGEMENT

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than the minimum required by law.

ARTICLE V - MANNER OF DIRECTORS' ELECTION

The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's bylaws.

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ARTICLE VI - INITIAL DIRECTORS

The name of each member of the Corporation's initial Board of Directors is:

James A. MacCutcheon
Megan E. MacCutcheon
Candice H. MacCutcheon

ARTICLE VII - INITIAL OFFICERS

The name and office of the Corporation's initial officers are:

President	James A. MacCutcheon
Treasurer	Megan E. MacCutcheon
Secretary	Candice H. MacCutcheon

ARTICLE VIII - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(b) of the Code. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and which entitle contributors to the Corporation to deduct their charitable contribution under Sections 170, 2055 or 2522 of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509(a) of the Code, then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any action of self dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments as to subject the Corporation to tax under Section 4944 of the Code or make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE IX - INDEMNIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE X - REGISTERED AGENT

The name and street address of the registered agent of the Corporation is:

James A. MacCutcheon
55 Seabreeze Avenue
Delray Beach, Florida 33483

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

James A. MacCutcheon
55 Seabreeze Avenue
Delray Beach, Florida 33483

ARTICLE XII - DISSOLUTION

Upon the dissolution or winding upon of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


James A. MacCutcheon, Registered Agent

December 13, 2005


James A. MacCutcheon, Incorporator

December 13, 2005