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February 17, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Subject:       The Madison B. McClellan Memorial Foundation, Inc.

Enclosed is an original and two copies of the Articles of Incorporation and a check for \$87.50 to cover the filing fee, a certified copy, and a certificate of status.

From:       Lisa M. McClellan, Incorporator  
              The Madison B. McClellan Memorial Foundation, Inc.  
              18 Middle Road  
              Stuart, FL 34996  
              772-528-5213

**ARTICLES OF INCORPORATION  
OF  
THE MADISON B. MCCLELLAN MEMORIAL FOUNDATION, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED  
06 FEB 22 AM 11:46  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be **THE MADISON B. MCCLELLAN MEMORIAL FOUNDATION, INC.**

**ARTICLE II - ADDRESS**

The street address, principal place of business, and mailing address of the corporation will be: 18 Middle Road, Stuart, Florida, 34996.

**ARTICLE III - PURPOSE**

To the extent permitted by Internal Revenue Code Section 501(c)(3), this corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing, public safety, literary, and/or educational purposes, or to foster national or international amateur sports competition or for the prevention of cruelty to children or animals.

**ARTICLE IV- MEMBERSHIP**

This corporation shall be run by directors whose election and terms shall be provided for in the bylaws of the corporation. All persons interested in the purposes of the corporation are eligible for membership if they are capable of contributing to the achievement of those purposes and the effective operation of the corporation and if they comply with the requirements of the bylaws. Members shall have no voting rights or other rights except as provided in the bylaws.

#### ARTICLE V- REGISTERED AGENT

The street address of the initial registered office of this corporation is, 18 Middle Road, Stuart, Florida 34996 and the name of the initial registered agent of this corporation at that address is **LISA M. MCCLELLAN**.

#### ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The name and address of the director is as follows: **LISA M. MCCLELLAN**, 18 Middle Road, Stuart, FL 34996. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The director(s) shall be protected from personal liability to the fullest extent permitted by law.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: **LISA M. MCCLELLAN**, 18 Middle Road, Stuart, Florida 34996.

#### 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 Internal Revenue Code Section 501(h). The corporation shall not participate or intervene in any political campaign 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 Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), 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 Code Section 4942, and the corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### ARTICLE X - DISSOLUTION

Upon dissolution or winding up of the corporation, the assets remaining after 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 IRS Code Section 501(c)(3).

#### ARTICLE XI - CORPORATE EXISTENCE

The corporate existence of the corporation shall begin effective as of February 14, 2006.

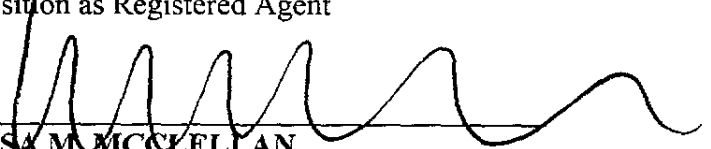
#### ARTICLE IX - RESERVATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right to them and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 14<sup>th</sup> day of February 2006.

  
\_\_\_\_\_  
LISA M. MCCLELLAN

I hereby understand and accept the  
Position as Registered Agent

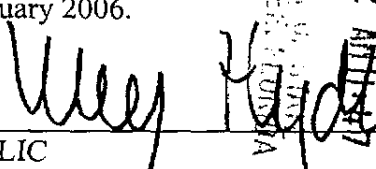
  
\_\_\_\_\_  
LISA M. MCCLELLAN

STATE OF FLORIDA                     )

COUNTY OF MARTIN                 )

BEFORE ME, personally appeared LISA M. MCCLELLAN, known to me personally or who has furnished \_\_\_\_\_ as identification, described as Incorporator and Registered Agent in the foregoing Articles of Incorporation, who acknowledged to and before me that she executed said Articles of Incorporation and who did not take an oath.

WITNESS my hand and seal this 14<sup>th</sup> day of February 2006.

  
\_\_\_\_\_  
NOTARY PUBLIC  
(SEAL)

