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FLORIDA PROFIT/NON PROFIT CORPORATION

JOHN D. SCHIRMER FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN D. SCHIRMER FOUNDATION, INC.
A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 817, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is: JOHN D. SCHIRMER FOUNDATION, INC. The principal place of business and mailing address of the corporation is: 1460 Beltrees St #11, Dunedin, FL 34698.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES; RIGHTS AND POWERS

1. The corporation is organized and shall be operated as a corporation not for profit, exclusively for religious, charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code").

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under Code Section 501(h). The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Prepared By:
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3. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization, contributions to which are deductible under Code Section 170(c)(2).

4. Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

5. Without in any way limiting the foregoing purposes, the corporation shall be authorized to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions," as defined in Code Section 4942(g) or which qualify as a "set-aside," as described in Code Section 4942(h).

ARTICLE IV LIMITATIONS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code.

2. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The corporation will not make any taxable expenditures as defined in Code Section 4945(d), or the corresponding section of any future federal tax code.

ARTICLE V
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "charitable organizations," as described herein, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes. A "charitable organization" is an organization described in Code Sections 501(c)(3), 509(a)(1) and 509(a)(2).

ARTICLE VI
MEMBERS; DIRECTORS

1. The Corporation shall not have any members. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
1. MATTHEW J. SCHIRMER	1460 Beltnes St. #11 Dunedin, FL 34698
2. JOHN D. SCHIRMER	1460 Beltnes St. #11 Dunedin, FL 34698
3. NATHAN J. SCHIRMER	1460 Beltnes St. #11 Dunedin, FL 34698

ARTICLE VII
OFFICERS

1. Officers. The officers of this Corporation may consist of a President and such other officers as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The person who shall serve as officer until the first election of officers is as follows:

<u>Name</u>	<u>Office</u>
MATTHEW J. SCHIRMER	President; Secretary; Treasurer

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the corporation are:

MATTHEW J. SCHIRMER	1460 Beltraces St. #11 Dunedin, FL 34698
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ARTICLE IX
INCORPORATORS

The names and address of the person signing these Articles are:

MATTHEW J. SCHIRMER	1460 Beltraces St. #11 Dunedin, FL 34698
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ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the

Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE XI
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE XII
INTERNAL REVENUE CODE SECTIONS

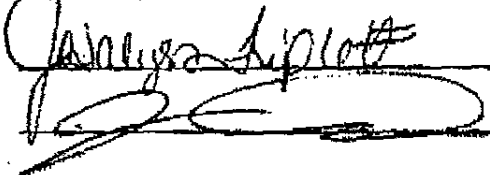
Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XIII
EFFECTIVE DATE

These Articles shall be effective as of the date of filing with the Secretary of State's office.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 23rd day of February, 2006, at Clearwater, Florida.

WITNESSES:


MATTHEW J. SCHIRMER

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. § 48.091, JOHN D. SCHIRMER FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates MATTHEW J. SCHIRMER, located at 1460 Beltrees St. #11, Dunedin, FL 34698, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. § 48.091 relative to maintaining an office for the service of process.


MATTHEW J. SCHIRMER

*368433 v1 - SCHIRMER/Foundation Articles of Incorporation

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