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TALLAHASSEE, FLORIDA

10/2/06

LAW OFFICES
BRIAN C. DEUSCHLE, CHARTERED

SUITE 201
2455 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33304
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May 10, 2006

Florida Department of State
Division of Corporations
Corporation Filings
P.O. Box 6327
Tallahassee, FL 32314

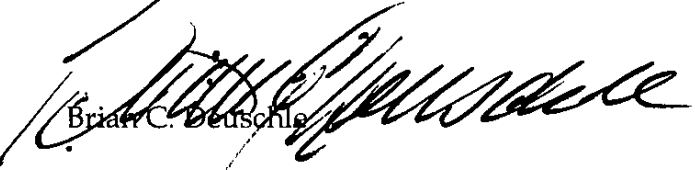
**Re: Articles of Incorporation of The Friedt Foundation, Inc., a Florida
non-profit corporation
Our File No. 2255-06-2-51**

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of The Friedt Foundation, Inc., a Florida non-profit corporation, for filing with your office, together with our Firm's check (#2633) in the amount of \$78.75, representing the filing fee in connection with same. Kindly forward a certified copy of said Articles to the undersigned in the self-addressed, prepaid envelope provided for your convenience.

Should you have any questions with regard to the foregoing, please feel free to contact me.

Sincerely,


Brian C. Deuschle

BCD/st
Encls.

cc (w/o encls.): Glenn H. Friedt, Jr., via facsimile
Douglas J. Bartolf, via facsimile

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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06 JUN -1 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 18, 2006

BRIAN C. DEUSCHLE, ESQUIRE
2455 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FL 33304

SUBJECT: THE FRIEDT FOUNDATION, INC.
Ref. Number: W06000022965

We have received your document for THE FRIEDT FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 506A00035056

**ARTICLES OF INCORPORATION
OF
THE FRIEDT FOUNDATION, INC.**

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The undersigned, acting as incorporator of a corporation not-for-profit under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation shall be THE FRIEDT FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"). 3184 SE 12th Street
Pompano Beach, FL 33062

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, by operating as a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1954, as amended.

**ARTICLE III
POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

**ARTICLE IV
LIMITATIONS**

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

In the event of liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation but, after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such organization or

organizations as the Board of Directors shall determine most nearly meets the objects and purposes of the Corporation. In the event that the Corporation receives a determination by the Internal Revenue Service that it qualifies as an organization defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, then upon liquidation, dissolution or other discontinuance of the business and operation of the Corporation, the remaining assets of the Corporation shall be distributed, in the discretion of the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, to be hereafter adopted. No member of the Corporation shall be entitled to either dividends or to proceeds upon dissolution.

ARTICLE VII

TERM

The term of the Corporation shall be perpetual.

ARTICLE VIII

INCORPORATOR

The name of the Incorporator of this Corporation is GLENN H. FRIEDT, JR., and the address of said Incorporator is 3184 SE 12th Street, Pompano Beach, Florida 33062.

ARTICLE IX

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Vice President, Treasurer, Secretary and such other officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be elected each year by majority vote of the full membership of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors or members.

ARTICLE X
BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be five
(5). The number of persons constituting subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GLENN H. FRIEDT, JR.	3184 SE 12th Street Pompano Beach, FL 33062
BRIAN C. DEUSCHLE	2455 E. Sunrise Boulevard, Suite 201 Fort Lauderdale, FL 33304
DOUGLAS J. BARTOLF	1687 W. Frederick Small Road Jupiter, FL 33458
THEODORE K. FRIEDT	1431 S. Ocean Boulevard, Apt. 3 Pompano Beach, FL 33062-7343
RICHARD F. HUSSEY	633 S. Federal Highway, 8 th Floor P.O. Box 14333 Fort Lauderdale, FL 33302-4333

The method of election of the Board of Directors is as stated in the Bylaws of this Corporation.

C. The Board of Directors shall, at all times, be composed of at least three (3) but not more than five (5) Directors. However, the Directors of the Corporation may, in their discretion, by majority vote of the Directors, present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). When filling vacancies to the Board and adding new members, the Board shall first consider lineal descendants of the Friedt family that may qualify as Board members.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of this Corporation.

ARTICLE XI
BYLAWS

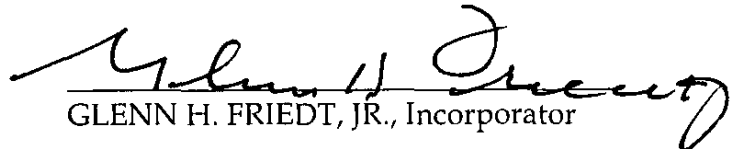
Bylaws shall be adopted, altered, amended or repealed by a majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2455 East Sunrise Boulevard, Suite 201, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of the Corporation at that address is BRIAN C. DEUSCHLE.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this
9th day of May, 2006.

THE FRIEDT FOUNDATION, INC., a
Florida not-for-profit corporation



GLENN H. FRIEDT, JR., Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GLENN H. FRIEDT, JR., as Incorporator of THE FRIEDT FOUNDATION, INC., a Florida not-for-profit corporation, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.



NOTARY PUBLIC, STATE OF FLORIDA
Brian C. Deuschle

(Print Name) NOTARY PUBLIC-STATE OF FLORIDA
Commission No.: 020 Brian C. Deuschle
Commission expires: 8-27 Commission # DD471319
Expires: OCT-26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of THE FRIEDT FOUNDATION, INC., a Florida not-for-profit corporation, and agree to serve as its Agent to accept service of process within this state at its Registered Office.

By 

BRIAN C. DEUSCHLE,
Registered Agent

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Revised 03/27/06; 04/21/06

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