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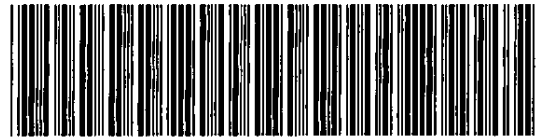
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TALLAHASSEE, FLORIDA

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**LEFKOWITZ & SHAW, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ\*  
THOMAS C. SHAW  
KEVIN A. SENTNER\*\*

430 NORTH MILLS AVENUE  
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974  
FACSIMILE (407) 425-1981  
WEBSITE: ORLANDOLAW.ORG

\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
\*\* BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

June 9, 2006

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

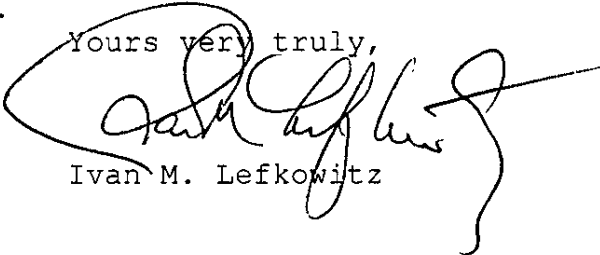
Re: MICHAEL & WENDY DAVIS FOUNDATION, INC.  
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation of the above proposed corporation. Please endorse your approval of the Articles of Incorporation on the copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,

  
Ivan M. Lefkowitz

IML:cey  
Enclosures  
cc: Mr. and Mrs. Michael S. Davis

**ARTICLES OF INCORPORATION**  
**OF THE**  
**MICHAEL & WENDY DAVIS FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be the **MICHAEL & WENDY DAVIS FOUNDATION, INC.**

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the corporation is 1818 Gipson Green Lane, Winter Park, Florida 32789.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to benefitting social, cultural, religious, scientific or educational resources or activities, hospital and research healthcare resources, and the arts. Any earnings are to be devoted to related charitable and philanthropic purposes.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Without limiting the foregoing purposes, the Corporation shall have the power to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions", as defined in Section 4942(g) of the Code or which qualify as a "set-aside" as described in Section 4942(h) of the Code.

#### ARTICLE IV - MEMBERS

The Corporation shall have no members.

#### ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS

The Board of Directors of the corporation shall be elected as provided in the By-Laws. The Board of Directors shall at all times consist of at least three (3) persons. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MICHAEL S. DAVIS	1818 Gipson Green Lane Winter Park, Florida 32789	President/ Director
WENDY M. DAVIS	1818 Gipson Green Lane Winter Park, Florida 32789	Vice Pres./ Director
IVAN M. LEFKOWITZ	430 North Mills Avenue Orlando, Florida 32803	Secretary/ Director

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 430 North Mills Avenue, Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that address is IVAN M. LEFKOWITZ, ESQUIRE. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
MICHAEL S. DAVIS	1818 Gipson Green Lane Winter Park, Florida 32789

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed to one or more organizations which are exempt within the meaning of 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 such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE X - INDEMNIFICATION

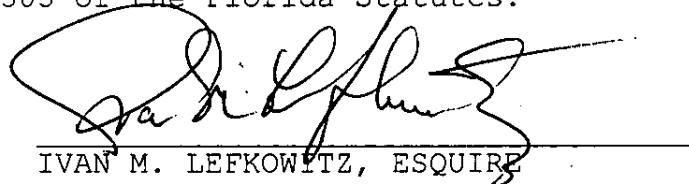
This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon a director or officer in connection with any proceedings to which such director or officer may be a party, or in which such director or officer may become involved, by reason of being a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of the director or officer's duties; provided that, in the event if any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which director or officer may be entitled.

**IN WITNESS WHEREOF**, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 6 day of June, 2006.

  
\_\_\_\_\_  
MICHAEL S. DAVIS

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



IVAN M. LEFKOWITZ, ESQUIRE

Date: June 6, 2006

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