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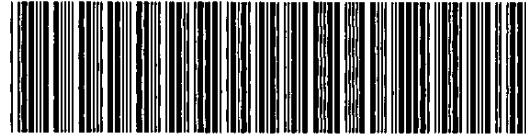
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/25/2006

William D. Slicker, P.A.

Attorney At Law

(727) 322-2795
FAX (727) 322-2796

July 20, 2006

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of **RICHARD D. LEE and VERA M. LEE FOUNDATION, INC.** and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	<u>+ 35.00</u>
Total	\$70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,



William D. Slicker

WDS/yp
Encl:

Cc: Lee/Sherwin

**ARTICLES OF INCORPORATION
OF
RICHARD D. LEE AND VERA M. LEE FOUNDATION, INC.**

The undersigned for the purpose of forming a non-profit corporation under the Florida Not-For-Profit Corporation Act makes and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is:

RICHARD D. LEE AND VERA M. LEE FOUNDATION, INC.

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the corporation is:

1195 81st Street South, St. Petersburg, Florida 33707

**ARTICLE III
INITIAL REGISTERD OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

1195 81st Street South, St. Petersburg, Florida 33707

The name of its initial registered agent at that address is:

Gerald Sherwin

**ARTICLE IV
NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V
NOT FOR PROFIT

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no members shall have vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE VI
DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VII
PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, religious, scientific and educational purposes.

ARTICLE VIII
POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX **LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

ARTICLE X **TAX EXEMPT STATUS**

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes, and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto 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 the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI **DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
BOARD OF DIRECTORS

There shall be a board of directors consisting of a least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws, any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XIII
OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XIV
INCORPORATORS

The name and street address of each incorporator is as follows:

Vera M. Lee
The Springs at Boca Ciega Bay #6,
1255 Pasadena Avenue South
South Pasadena, Florida 33707

ARTICLE XV
BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XVI
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation or any amendment to them.

ARTICLE XVII
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVIII
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date that these Articles of Incorporation are signed.

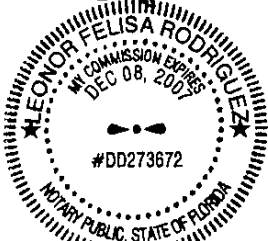
IN WITNESS, the undersigned incorporator has signed these Articles of Incorporation on the 20 day of July, 2006.

Pamela Sherwin
Witness

Vera M. Lee
VERA M. LEE

Gerald Sherwin
Witness

The foregoing instrument was acknowledged before me this 20 day of JULY, 2006, by VERA M. LEE, ☒ who is personally known to me or ☐ who produced personally known as identification and who did take an oath.



State of Florida at Large (SEAL)
My Commission Expires:

NOTARY PUBLIC:

Sign Leonor Felisa Rodriguez
Print Leonor Felisa Rodriguez

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statute § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

RICHARD D. LEE AND VERA M. LEE FOUNDATION, INC.

2. Name and address of the registered agent and office:

**GERALD SHERWIN
1195 81ST STREET SOUTH
ST. PETERSBURG, FLORIDA 33707**

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement. Accept the appointment as register agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated on the 20 day of July 2006.


GERALD SHERWIN

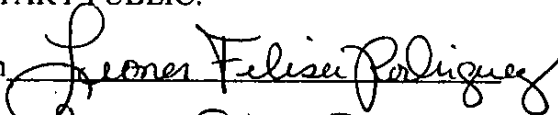
The foregoing instrument was acknowledged before me this 20 day of July, 2006, by Gerald Sherwin, who is personally known to me or who produced personally known as identification.

State of Florida at Large (SEAL)



NOTARY PUBLIC:

Sign



Print

Leonor Felisa Rodriguez

My Commission Expires: 12/8/2007