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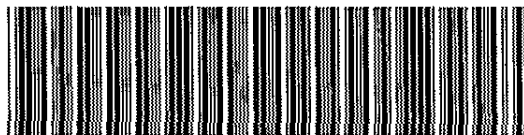
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8/22/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 314569 7360917

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : August 16, 2006

ORDER TIME : 10:55 AM

ORDER NO. : 314569-005

CUSTOMER NO: 7360917

DOMESTIC FILING

NAME: BROOKS DEBARTOLO
CHARITIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
BROOKS DeBARTOLO CHARITIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, desiring to form a corporation under the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the corporation is Brooks DeBartolo Charities, Inc.

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing upon the filing with the Florida Secretary of State of these Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 15436 North Florida Avenue, Suite 200, Tampa, Florida 33613.

ARTICLE IV - PURPOSE

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE V - POWERS

The Corporation shall have all powers granted to a corporation under the Florida Not-For-Profit Corporation Act and the power to do all things necessary, proper and consistent with maintaining its tax exempt status under the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE VI - MEMBERS

Membership in the Corporation, if any, shall be established and regulated by the By-Laws of the Corporation.

ARTICLE VII - DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by a Board of Directors. The Corporation shall have seven (7) Directors initially. The number of Directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). Directors, other than the initial Directors, shall be appointed by a resolution adopted by a majority vote of the initial Directors, and when applicable, their successor Directors. Appointment of Directors to succeed existing Directors may be made prospectively and in such case the time or event at which such appointment shall be effective shall be included in the resolution making such appointment. The powers and duties of the members of the Board of Directors shall be as provided in the By-Laws. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Derrick Brooks	2915 West Fern Street Tampa, Florida 33614
Lisa Marie DeBartolo	15436 North Florida Avenue - Suite 200 Tampa, Florida 33613
Benjamin Heldfond	15436 North Florida Avenue - Suite 200 Tampa, Florida 33613
Nicole DeBartolo Heldfond	15436 North Florida Avenue - Suite 200 Tampa, Florida 33613
Phildra Swagger	1971 West Lumsden Road - Suite 517 Brandon, Florida 33511
Jorge Valiente	2124-B West Kennedy Boulevard Tampa, Florida 33606
James D. Palermo	15436 North Florida Avenue - Suite 200 Tampa, Florida 33613

ARTICLE VIII - BY-LAWS

The Board of Directors of this Corporation shall adopt By-Laws for the conduct of its business and for the carrying out of its purposes as they may deem necessary from time to time. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. Upon proper notice, the By-Laws may be amended, altered or repealed by a two-thirds (2/3) vote of all of

the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE IX - REGISTERED AGENT/OFFICE

The street address of the initial registered office of the Corporation in the State of Florida is 15436 North Florida Avenue, Suite 200, Tampa, Florida 33613. The name of the initial registered agent at such address is James D. Palermo.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: James D. Palermo, 15436 North Florida Avenue, Suite 200, Tampa, Florida

ARTICLE XI - RESTRICTIONS AND LIMITATIONS

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 IV.

(2) No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt 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. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(4) The Corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(5) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE XII - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XIII- DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and except as may be otherwise provided by law, dispose of all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the purposes of the Corporation; and, provided further, that all such distributions must be made to one or more organizations which at the time qualify as exempt organizations as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation at Tampa, Florida on this 18th day of August, 2006.



JAMES D. PALERMO

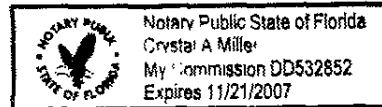
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 18th day of August, 2006 by JAMES D. PALERMO, who is personally known to me or who has produced _____ as identification.

[NOTARY SEAL]

Crystal A. Miller
Notary Public, State of Florida

My Commission Expires: 11/21/2007



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Brooks DeBartolo Charities, Inc., a Florida Not-For-Profit Corporation, at the place designated in Article IX of the foregoing Articles of Incorporation, I hereby accept the appointment as registered 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.


JAMES D. PALERMO

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