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TALLAHASSEE, FLORIDA

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Lakeland

October 4, 2006

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

Re: Jeffrey R. Klapatch Foundation, Inc.
(Not for Profit)

Enclosed for filing are two original Articles of Incorporation
for filing re the above corporation.

Please return a certified copy of Articles to the above
Lakeland address. Also enclosed is our check in the amount of
\$78.75 for the filing fee and for certified copy.

Thank you for your assistance and if you have any questions,
please contact Jan Crosetti at 863-683-6511.

Sincerely,

RE Puterbaugh/jc
Robert E. Puterbaugh

REP: jc
Enclosures

J. HARDIN PETERSON, SR.
(1894-1978)

MICHAEL W. CREWS
(1941-1991)

M. DAVID ALEXANDER, III
PHILIP O. ALLEN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN
PHILIP H. BUSH
DEBRA L. CLINE

CLINTON A. CURTIS
JACOB C. DYKXHOORN
MICHAEL T. GALLAHER
JOSEPH A. GEARY
JOHN R. GRIFFITH
DAVID E. GRISHAM
JONN D. HOPPE

DENNIS P. JOHNSON
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
WILLIAM M. MIDYETTE, III
CORNEAL B. MYERS
E. BLAKE PAUL

ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
THEODORE W. WEEKS, IV

KERRY M. WILSON
THOMAS E. BAYNES, JR.
OF COUNSEL



**ARTICLES OF INCORPORATION
OF
JEFFREY R. KLAPATCH FOUNDATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

FILED
06 OCT -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acknowledges and files in the office of the Secretary of State of Florida, for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation shall be JEFFREY R. KLAPATCH FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the initial principal office and mailing address of the Corporation is 3401 Old Polk City Road, Lakeland, Florida 33809.

**ARTICLE III
NO MEMBERS**

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

**ARTICLE IV
NOT FOR PROFIT**

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes.

**ARTICLE V
PURPOSE**

A. The Corporation is established as a tax-exempt charitable organization as provided by the Internal Revenue Code, and its purposes shall be the following:

1. To have one or more offices and to conduct operations and to promote the objects and purposes of the organization.

2. To exercise any and all corporate powers conferred by law which are consistent with and reasonably necessary and incidental to the objects and purposes of this organization, except that no powers will be exercised or activities engaged in otherwise than to an insubstantial extent, which in themselves are not in furtherance of Section 501(c)(3) of the Internal Revenue Code, its rules and regulations, all as amended now or hereafter.

3. For educational and charitable purposes.

B. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Act.

C. No part of the net earnings of the Corporation shall inure to the benefit of any director, member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, member, trustee, 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. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its rules and regulations, as they now exist or as they may be amended, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

E. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 a charitable, scientific, religious, literary, or educational organization which at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its rules and regulations, as they now exist or as they may be amended.

ARTICLE VI
DURATION

The Corporation shall commence existence on the filing of these Articles of Incorporation, and shall have perpetual duration.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

NAME:

Robin M. Klapatch

ADDRESS:

7129 Wendy Circle
Jacksonville, Florida 32211

ARTICLE VIII
REGISTERED OFFICER AND AGENT

The initial registered office of the Corporation shall be located at 7430 N. Tamiami Trail, Sarasota, Florida 34243. The initial registered agent at the address shall be Jeffrey Luhrsen.

ARTICLE IX
DIRECTORS

A. The property, affairs, business, and operation of the Corporation shall be managed and governed by a Board of Directors, composed of nine (9) individuals. The number of Directors may thereafter be increased or decreased from time to time by the bylaws of the Corporation, but shall never be less than nine (9) but no more than eleven (11). The Board of Directors shall carry out the purposes, missions, and objectives of the Corporation in compliance with these Articles of Incorporation and the bylaws of the Corporation.

B. The following individuals shall constitute the initial Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the Board of Directors:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Board Member	Robin Klapatch	7129 Wendy Circle Jacksonville, Florida 32211
Board Member	William Martino	3401 Old Polk City Rd Lakeland, Florida 33809
Board Member	Jesus Nielsen	6029 Jon Jay Way Lakeland, Florida 33813
Board Member	Victor White	219 N Massachusetts Ave Lakeland, Florida 33801
Board Member	Jack Gillen	2105 Hoof Print Lane Lakeland, Florida 33811
Board Member	Jeffrey Klapatch	7129 Wendy Circle Jacksonville, Florida 32211
Board Member	Jennifer Klapatch	1417 W Cornelia Avenue Chicago, Illinois 60657
Board Member	Jeffrey Totsch	1417 W Cornelia Avenue Chicago, Illinois 60657
Board Member	Jeffrey Luhrsen	7430 N Tamiami Trail Sarasota, Florida 34243

C. The qualifications required for members of the Board of Directors and the manner of their election or removal shall be as set forth in the bylaws of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE XI
ADOPTION AND AMENDMENT TO THE BYLAWS**

The Board of Directors of the Corporation shall adopt bylaws for the Corporation and may from time to time modify, amend, alter, or repeal the same by affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors who are present at a duly held meeting of the Board of Directors, provided a majority of voting members of the Board of Directors are present at such meeting.

**ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation may modify, amend, alter, or repeal any provision of these Articles of Incorporation by affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors who are present at a duly held meeting of the Board of Directors, provided a majority of voting members of the Board of Directors are present at such meeting.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 2 day of Oct., 2006.

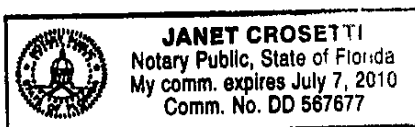

ROBIN M. KLAPATCH, Incorporator

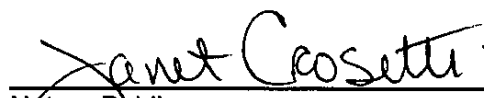
STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 2 day of October, 2006, by ROBIN M. KLAPATCH, who [] is personally known to me or who [] has produced n/a as identification.

WITNESS my hand and official seal this 2 day of October, 2006, at Lakeland, Florida.

(NOTARIAL SEAL)




Notary Public
State of Florida at Large
My Commission Expires:

FILED

06 OCT -9 PM 2:45

To: The Department of State
Tallahassee, Florida 32304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:

JEFFREY R. KLAPATCH FOUNDATION, INC., with its place of business at 3401 Old Polk City Road, Lakeland, Florida 33809, has named Jeffrey Luhrsen, located at 7430 N. Tamiami Trail, Sarasota, Florida 34243, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 617 of the Florida Not For Profit Corporation Act.

Dated this 25 day of September, 2006.


JEFFREY LUHRSEN
Registered Agent