

UCC SERVICES

Fax: 850 681 6011

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Division of Corporations

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No 60000011404

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Division of Corporations
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Fax Number : (850) 205-0381

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Account Name : UCC FILING & SEARCH SERVICES, INC.
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FLORIDA PROFIT/NON PROFIT CORPORATION

RMR Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

RMR FOUNDATION, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

720 Bald Eagle Road, Marco Island, FL 34145

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

For charitable, educational, scientific, literary, and religious purposes, including the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational, scientific, literary and religious purposes within the meaning of Section 501(c)(3) and also Sections 17(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or corresponding provisions.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Elected annually

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

RONALD J. RAGAN, 720 Bald Eagle Road, Marco Island, FL 34145

MIKE KELLY, 720 Bald Eagle Road, Marco Island, FL 34145

RICHARD BRAGENZER, 720 Bald Eagle Road, Marco Island, FL 34145

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

Weston, FL 33331

ARTICLE VII INCORPORATOR

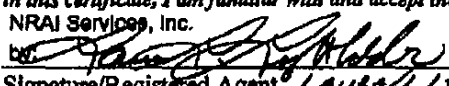
The name and address of the Incorporator is:

THOMAS W. MURPHY, 330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607

ARTICLE VIII - OTHER PROVISIONS - See Exhibit A attached hereto and made a part hereof.

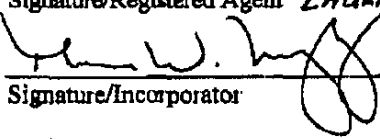
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

NRAI Services, Inc.

by 
Signature/Registered Agent LAURA L. LIGHTMAN, ASST. SEC.

10/31/2006

Date


Signature/Incorporator

10/31/2005

Date

EXHIBIT "A"**ATTACHED TO AND MADE A PART OF
ARTICLES OF INCORPORATION
OF
RMR FOUNDATION, INC.**

ARTICLE VIII OTHER PROVISIONS

(a) Notwithstanding any other provision of these Articles of Incorporation or the laws of any jurisdiction otherwise applicable, the Corporation shall not carry on any activities not permitted to be carried on and shall not make any distribution not permitted to be made (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law, or (b) by corporation contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

(b) Upon dissolution of the assets of the Corporation shall be distributed exclusively for charitable, educational, scientific, literary or religious purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law, as the Charter Member, if any, otherwise the Board of Directors shall determine.

(c) Provided further, as the Corporation is a private foundation, the Corporation shall (i) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law; (ii) 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 corresponding provisions of any subsequent federal tax law; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law; (iv) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law; and (v) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(d) No part of the net earnings or the principal of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein set forth.