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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

B. McKnight MAR 07 2007



Pamela J. Coleman
pcoleman@krassmonroe.com
Direct 952.346.1416

March 5, 2007

VIA OVERNIGHT COURIER

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Carson Family Foundation, Inc.
Our File No. 12386-2

Dear Corporations Clerk:

Enclosed herewith for filing please find the following:

- 1) Articles of Incorporation of the Carson Family Foundation, Inc.; and
- 2) Designation of Registered Agent.

Also enclosed is a check in the amount of \$78.75 for filing fees and a certified copy of the Articles of Organization. Please file the enclosed Articles and return a certified copy to our office in the enclosed envelope. Also enclosed is a check in the amount of \$8.75 for a Certificate of Status.

Should you have any questions, please contact the undersigned. Thank you.

Very truly yours,

KRASS MONROE, P.A.

A handwritten signature in black ink, appearing to read 'P. Coleman', with a long, sweeping horizontal line extending to the right.

Pamela J. Coleman
Paralegal

PJC/si
Enclosure

Cc: Sheri Hoistad
Scott Husaby

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**ARTICLES OF INCORPORATION
OF THE
CARSON FAMILY FOUNDATION, INC.**

The undersigned, for the purposes of forming a non-profit corporation pursuant to the Florida Not For Profit Corporation Act (Chapter 617 of Florida Statutes), and any amendments thereto, hereby associate myself as a body corporate and adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of this Corporation shall be **Carson Family Foundation, Inc.**

**ARTICLE II
Registered Office Address**

The registered office address of the Corporation is 72 Martinique Avenue, Tampa, FL 33606.

**ARTICLE III
Purpose**

The purpose of this Corporation shall be to promote, foster and aid in the advancement of religion, religious institutions and organizations; science, scientific institutions, organizations and foundations; charity, charitable institutions and organizations; literary or educational institutions, organizations and foundations; and to aid, assist and contribute to corporations, community chests, funds or foundations created or organized in the United States of America, or in any possession thereof, or under the laws of the United States of America, or of any state or territory or possession of the United States of America, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; provided, however, that no part of the earnings of this Corporation shall inure to the benefit of any shareholder, member or individual, and that this Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members; and provided, further, that no substantial part of the activities of this Corporation is carrying on propaganda, or otherwise attempting to influence legislation.

**ARTICLE IV
Board of Directors**

The purpose of this Corporation shall be carried on through a Board of Directors, who shall be elected pursuant to the provisions contained in the bylaws of the Corporation.

**ARTICLE VI
Incorporator**

The name and address of the incorporator is:

Scott G. Husaby
8000 Norman Center Drive
Suite 1000
Minneapolis, Minnesota 55437

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ARTICLE VII
Perpetual Existence

The existence of this Corporation shall commence with the issuance of a Certificate of Incorporation by the Florida Department of State and its duration shall be perpetual.

ARTICLE VIII
Limitation of Liability

No member of this Corporation or the Board of Directors thereof shall be personally liable for any of the debts or obligations of the Corporation.

ARTICLE IX
No Capital Stock

This Corporation shall not have capital stock.

ARTICLE X
Bylaws

The Board of Directors shall adopt Bylaws for the purposes of administering and regulating the affairs of the Corporation. The power to make and amend the Bylaws lies only with the Board of Directors. The Board of Directors may amend, make or repeal any provision of the Bylaws by an affirmative vote of the Board of Directors authorized and entitled to vote at a meeting called for that purpose.

ARTICLE XI
Amendment of Articles

These Articles may be amended by the affirmative vote of the Directors authorized and entitled to vote at a meeting only called for that purpose.

ARTICLE XII
Private Foundation

The following provisions shall govern the use, retention, and disposition of the Corporation's income and property:

- A.** The Corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986, as amended;
- B.** The Corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended) that would give rise to liability for tax imposed by Section 4941(a) of the Internal Revenue Code of 1986, as amended;
- C.** The Corporation shall not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended) that would

give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986, as amended;

- D. The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, as amended, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986, as amended; and
- E. The Corporation shall not make a "taxable expenditure" (as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended) that would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII Restricted Activities

Notwithstanding any other provision of these Articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV Action by Directors

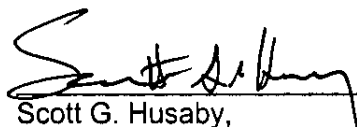
An action, other than an action requiring member approval, may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all of the Directors were present.

ARTICLE XV Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 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 or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision 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 District 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 WITNESS WHEREOF, the Incorporator has affixed his signature this 28th day of February, 2007.

Incorporator:




Scott G. Husaby,
Incorporator

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CARSON FAMILY FOUNDATION, INC.
DESIGNATION OF REGISTERED AGENT

I, Franklin Carson, being named as the registered agent to accept service of process for the Carson Family Foundation, Inc. at the registered office address 72 Martinique Avenue, Tampa, FL 33606, do hereby state that I am familiar with and accept appointment as registered agent and agree to act in this capacity.

Dated: February 28, 2007.


Franklin Carson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA