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DIVISION OF CORPORATIONS
07 JUL 25 AM 8:51

7/26/07

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July 18, 2007

VIA FEDERAL EXPRESS

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

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Re: THE CF² FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for The CF² Foundation, Inc. Also enclosed is my firm's check in the amount of \$78.75 representing the filing and certified copy fees in this matter. Please file the Articles and certify the enclosed copy and return it to our office at your earliest convenience.

If you have any questions, please contact me.

Very truly yours,

Jaimie Paul
Jaimie Paul
Paralegal

/jp
Enclosures

MH



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS

07 JUL 25 AM 8:51

July 20, 2007

MCDONALD HOPKINS
505 S. FLAGLER DRIVE
SUITE 300
WEST PALM BEACH, FL 33401

SUBJECT: THE CF2 FOUNDATION, INC.
Ref. Number: W07000034936

We have received your document for THE CF2 FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00045829

**ARTICLES OF INCORPORATION
OF
THE CF² FOUNDATION, INC.**

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The undersigned, desiring to form a nonprofit corporation under Florida Law, does hereby state the following:

FIRST: The name of the Corporation is The CF² Foundation, Inc.

SECOND: The Corporation's principal office is located at 2828 Dekle Beach Boulevard, Perry, Florida, 32348.

THIRD: The Corporation is formed and at all times shall be operated exclusively for charitable, educational, religious, or scientific purposes, 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, as from time to time amended, or corresponding section of any future federal tax laws, and to engage in any lawful act or activity for which corporations may be formed under the Florida Law. All references in these Articles of Incorporation to Sections of the Code, unless otherwise indicated, shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to: performing community services; conducting community projects; receiving gifts, contributions, and bequests in any form; collecting dues; and using, applying, investing, and reinvesting the principal and/or income therefrom or distributing the same for the purposes set forth herein. In addition the Corporation shall have any additional powers specified in its Bylaws.

FOURTH: The manner in which the directors are elected or appointed is as stated in the By-Laws.

FIFTH: The names and addresses of the initial Board of Directors of the Corporation are as follows:

Danny R. Carmichael
2828 Dekle Beach Boulevard
Perry, Florida 32348

E. Cecilia Carmichael
2828 Dekle Beach Boulevard
Perry, Florida 32348

Deena M. Bowers
7026 Gray Loop Rd.
New Albany, Ohio 43054

David R. Carmichael
11411 Arbor Downs Rd.
Austin, TX 78748

At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946(a) of the Code) with respect to the Corporation other than foundation managers (as defined in Section 4946(b) of the Code) and other than one or more organizations described in Sections 509(a)(1) or (2) of the Code.

SIXTH: No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. It is the intent of this Corporation to apply for, obtain, and continue the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization defined in Section 501(c)(3) thereof, and these Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax laws.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax laws.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax laws.

The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax laws.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax laws.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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 any candidate for public office.

SEVENTH: The Corporation shall have members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the Bylaws.

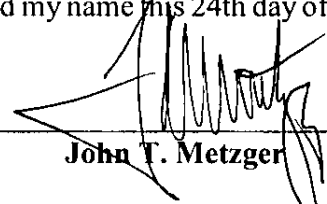
EIGHTH: The Corporation may be dissolved by the affirmative vote of two-thirds (2/3) of the members. Upon the dissolution of the Corporation, the members shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the members shall determine or shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding section of any future federal tax laws). Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: These Articles of Incorporation may be amended and/or restated by an action of two-thirds of all of the members of the Corporation at a meeting called as provided in the Bylaws or by the written consent of two-thirds of all of the members of the Corporation without the necessity of holding a meeting.

TENTH: The street address of the Corporation's initial registered office in the State of Florida is 505 S. Flagler Dr., Suite 300, West Palm Beach, Florida 33401, and the name of its initial registered agent at such office is John T. Metzger.

ELEVENTH: The name and address of the sole incorporator is John T. Metzger, 505 S. Flagler Dr., Suite 300, West Palm Beach, Florida 33401 (herein called the "Incorporator").

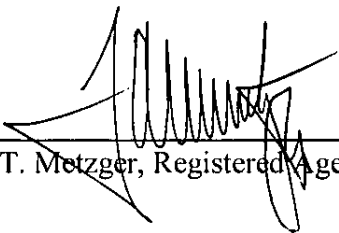
IN WITNESS WHEREOF, I have hereunto subscribed my name this 24th day of July, 2007.



John T. Metzger
SOLE INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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.



John T. Metzger, Registered Agent

Date: July 24, 2007

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