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FLORIDA PROFIT/NON PROFIT CORPORATION

THE THOMPSON FAMILY CHARITABLE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE THOMPSON FAMILY CHARITABLE FOUNDATION, INC.
FILED PURSUANT TO CHAPTER 617, FLORIDA STATUTES**

**ARTICLE ONE
NAME**

The name of the Company is: The Thompson Family Charitable Foundation, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Company is: 116 Tanbark Trail
Wellington, FL 33414.

**ARTICLE THREE
DURATION**

The term of existence of the Company is perpetual and the corporate existence will commence
upon the filing of these Articles by the Department of State.

**ARTICLE FOUR
PURPOSE**

(A) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

(B) No part of the net earnings of the Company shall inure to the benefit of or be distributable to any member, trustee, director, or officer of the Company, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company), and no member, trustee, director, or officer of the Company or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Company.

(C) No substantial part of the activities of the Company shall be carrying on propaganda or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) Notwithstanding any other provision of these articles, the Company shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (H) by a corporation

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contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(E) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Company and not more than ten (10). Directors may be added or removed from time to time by the majority vote of Directors then serving following the procedures for appointment and removal of Directors as specified in the Company's Bylaws.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Joseph E. Thompson, Jr.	P.O. Box 1370 Loxahatchee, FL 33470
Kay H. Thompson	P.O. Box 1370 Loxahatchee, FL 33470
Shannon Thompson	116 Tanbark Trail Wellington, FL 33414
Kara Thompson	4867 Ashford Dunwoody Road, Apt. 11201 Atlanta, GA 30338

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Aaron Thompson

2809 Highland Ave South, Apt. 2
Birmingham, AL 35205

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Company authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX

MANNER OF ELECTION

The Company shall be governed by its Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Company, committees composed of directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE SEVEN

MEMBERSHIP

Unless otherwise provided in the Company's Bylaws, the Company shall not have any members and shall be considered a non-membership organization.

ARTICLE EIGHT

NONSTOCK CORPORATION

The Company shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the Company shall not be issued.

ARTICLE NINE

BYLAWS

The first Bylaws of the Company will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Directors.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one percent (51%) of the Directors, at any regular meeting or at any

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special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE ELEVEN
INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

Name

Address

Mark J. Nowicki, Esquire

480 Maplewood Drive
Suite 2
Jupiter, Florida 33458

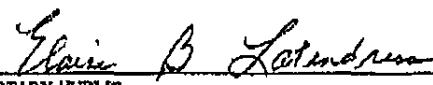
IN WITNESS WHEREOF, the undersigned Incorporator does hereby set his hand and seal
this 2nd day of August, 2007.



Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 2nd day of August, 2007, by
, Incorporator who is personally known to me or has produced _____ as
identification and did / did not take an oath.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



ELAINE B. LATENDRESS
My Commission Expires Aug 28, 2007
Commission # DD246336

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

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

The Thompson Family Charitable Foundation, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at P. O. Box 1370, Loxahatchee, FL 33470, has named Mark J. Nowicki, Esquire located at 480 Maplewood Drive, Suite 2, Jupiter, Florida 33458 as its agent to accept service of process within Florida.

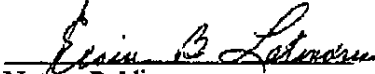
ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said company authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.


Mark J. Nowicki, Esquire

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 24th day of August, 2007, by Mark J. Nowicki, Esquire, Registered Agent who is personally known to me or has produced _____ as identification and did / did not take an oath.


Notary Public
My Commission Expires:



ELAINE B. LATENDRESS
My Commission Expires Aug 26, 2007
Commission # DD246338

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