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FLORIDA DEPT OF STATE



August 17, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations
RUDEN MCCLOSKEY SMITH SCHUSTER & RUSSELL, P.A.

SUBJECT: RAYMOND MILES FOUNDATION FOR BUSINESS APPRAISAL RESEARCH, INC.
REF: W07000040334

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

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Ruby Dunlap
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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Raymond Miles Foundation For Business Appraisal Research, Inc.
(a Not For Profit corporation)**

The undersigned, acting as Incorporator of Raymond Miles Foundation For Business Appraisal Research, Inc., a corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME; PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be Raymond Miles Foundation For Business Appraisal Research, Inc. (hereinafter, the "Corporation"). The principal office and street address of the Corporation is 6950 Cypress Road, Suite 209, Plantation, Florida 33317. The mailing address of the Corporation is PO Box 17410, Plantation, Florida 33318.

ARTICLE II

PURPOSE

The Corporation is organized to operate exclusively for charitable, religious, educational, and 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 amended, or the corresponding section of any future federal tax code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its

purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 set forth in Article II hereof.

B. No substantial part of the activities of the Corporation shall consist of 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. 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 Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will 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 later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the

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remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATOR

The name of the Incorporator of the Corporation is Michele G. Miles, and the address of said Incorporator is 6950 Cypress Road, Suite 209, Plantation, Florida 33317.

ARTICLE VIII

BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be three (3). The names and addresses of the members of the initial Board of Directors are as follows:

Michele G. Miles	Robert C. Schlegel	Alfred Zeller
6950 Cypress Rd., Ste. 209	320 N. Meridian St., Ste. 610	1776 N. Pine Island Rd., Ste. 314
Plantation, Florida 33317	Indianapolis, IN 46204	Plantation, FL 33322

The method of appointment and election of director shall be as stated in the Bylaws, and all other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

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ARTICLE IX

BY-LAWS


Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 6950 Cypress Road, Suite 209, Plantation, Florida 33317, and the name of the registered agent of the Corporation at that address is Michele G. Miles.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 15 day of August, 2007.


Michele G. Miles

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

Michele G. Miles
Michele G. Miles

Dated: 8/15/07

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TALLAHASSEE, FLORIDA

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