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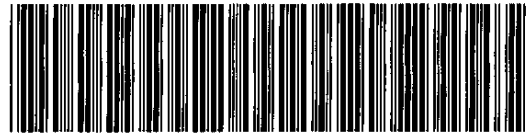
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 4, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: The Kessler Foundation, Inc.


Dear Madam/Sir:

Enclosed please find three originals of the Articles of Incorporation for the entity referenced above and a check in the amount of \$87.50 for the filing fee, certified copy, and certificate.

Please return the certified copy and certificate to the undersigned at the post office address above.

Thank you for your assistance in this matter.

Sincerely yours,


A. Franklin Berry, Jr.
FL Bar # 167490

AFBjr/makb
Enc.

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned voluntarily forms a not for profit corporation pursuant to and under the laws of the State of Florida in compliance with Chapter 617 F.S. (Not for Profit), and hereby certify:

ARTICLE I

Name of Corporation

The name of the corporation is The Kessler Foundation, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address for the corporation shall be 4901 Vineland Road, Suite 650, Orlando, FL 32811.

ARTICLE III

Purpose of the Corporation

The purpose of this corporation is to provide funding to Section 501(c)(3) organizations as recognized by the Internal Revenue Service. In carrying out its exempt purposes, the organization shall have all of the powers allowed not for profit corporations by Chapter 617 of the Florida Statutes to such extent that such powers do not violate Section 501(c)(3) of the Code.

The corporation is formed exclusively for charitable purposes, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provisions of any future tax code or laws.

ARTICLE IV

Operations Prohibitions

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 set forth in these Articles of Incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

ARTICLE V

Dissolution Clause

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 with all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization, organizations organized and operated exclusively for charity, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE VI

Duration

The duration of the corporation shall be perpetual.

ARTICLE VII

Conflict of Interest Policy

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect The Kessler Foundation, Inc.'s interest, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit, not for profit, or charitable organizations.

Section 2 - Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which the organization has a transaction or arrangement, (b) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or (c) a potential ownership or investment interest in or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3 Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Compensation. Compensation includes direct or indirect remuneration as well as bonuses, retirement plan payments, unreimbursed allowances, certain portion of life insurance premiums, gifts, and favors that are not insubstantial.

Section 3 - Procedures

1. Duty to Disclose. In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After the disclosure of the financial interest and all material facts and after any discussion with the interested person, she/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedure for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, she/he shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the potential conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising the necessary due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the organization's best interest, for its own interest, and whether it is fair and reasonable. In conformity with the above determination, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflict of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation, as warranted by the circumstances, the governing board or committee determines the member failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, and action taken whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connections with the proceedings.

Section 5 - Compensation

A voting member of the governing board, who receives compensation, directly or indirectly, from the organization for services, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 - Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers, shall annually sign a statement which affirms such person has received a copy of the conflict policy, has read and understands such policy, has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 - Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements are reasonable, based on competent survey information, and the result of arm's length bargaining and whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflected reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 - Use of Outside Experts

When conducting the periodic reviews, as provided for in Section 7, the organization may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Any director, officer, or key employee, who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification, shall make a prompt and full disclosure of his interest to the board or a committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that the conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use her/his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure

made, the vote thereon, the abstention from the voting and participation, and whether a quorum was present.

ARTICLE VIII

Employment of Board Members

No individuals on the Board of Directors can be employed by the corporation.

ARTICLE IX

Members

The corporation shall have no members.

ARTICLE X

Officers

The bylaws shall identify and provide for the method of election of the officers of the corporation.

ARTICLE XI

Bylaws

The bylaws of the corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE XII

Miscellaneous

1. If the corporation is a Private Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply.

a. The corporation shall 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.

b. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

c. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

e. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

2. These Articles of Incorporation may be amended by the Board of Directors of the corporation provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Code.

3. "Code" means the Internal Revenue Code of 1986 as amended from time to time.

ARTICLE XIII

Names and Addresses of Initial Board of Directors

The names of the initial members of the Board of Directors are as follows:

Richard C. Kessler
Martha Wilson Kessler
Mark W. Kessler
Laura A. Kessler

The address of each member of the Board of Directors is as follows: 4901 Vineland Road, Suite 650, Orlando, FL 32811.

The bylaws shall identify and provide for the method of election of the members of the Board of Directors.

ARTICLE XIV

Indemnification

Each person who is or was a director or officer of the corporation, whether elected or appointed, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, arising out of such person's status as a director or officer; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such

person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the corporation within ninety (90) days after a written claim has been received by the corporation, the director or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may, but not be obligated to, maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Florida Not For Profit Corporation Act or under this article. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of the Board of Directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article, which shall have been invalidated or by any other applicable law.

ARTICLE XV

Limitation of Director Liability

No director shall be personally liable to the corporation for monetary damages for breach of any duties as a director except for liability:

- a. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- b. For acts or omissions which were committed in bad faith or with malicious purposes or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or
- c. For any transaction from which the director derives an improper personal benefit either directly or indirectly.

If the Florida Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Florida Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XVI

Name & Address of Registered Office

The name of the registered agent is Laura A. Kessler. The address of the registered office is 4901 Vineland Road, Suite 650, Orlando, FL 32811.

ARTICLE XVII

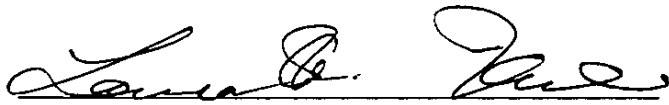
Incorporator

The name and address of the incorporator is Laura A. Kessler, 4901 Vineland Road, Suite 650, Orlando, FL 32811.

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.


Signature of Registered Agent

10/03/07
Date


Signature of Incorporator

10/03/07
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA