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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

ANNA NICOLE AND DANIEL WAYNE SMITH CHARITABLE FOUNDATION, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Anna Nicole and Daniel Wayne Smith Charitable Foundation, Inc.**

**ARTICLE I
NAME**

The name of this Corporation is Anna Nicole and Daniel Wayne Smith Charitable Foundation, Inc. (the "Corporation").

**ARTICLE II
NOT FOR PROFIT STATUS**

The Corporation shall be a not for profit corporation organized and operated pursuant to the Florida Not For Profit Corporation Act (Florida Statutes Chapter 617) (the "Act").

**ARTICLE III
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES AND POWERS**

The objects and purposes of the Corporation are as follows:

A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. The nature of the activities to be conducted or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue Law (the "Code").

B. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

C. The Corporation shall have all of the powers reasonable necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles of Incorporation and the Bylaws of the Corporation;
2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers,

rights and privileges granted to or conferred upon corporations of similar character by the provisions of the Act;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members or Officers, for services rendered, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an Officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Corporation.

E. 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 Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of the 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 of these Articles of Incorporation, the Corporation shall not take any action or carry on any activity not permitted to be taken or carried on (a) by a corporation qualified for exemption from federal taxation under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the method of election shall be set out in the Bylaws of the Corporation. The Directors of the Corporation, in accordance with any applicable provisions of the Bylaws, shall serve for a one (1) year term or until qualified successors are duly elected and have taken office. The Bylaws shall provide for the method of voting in the Director's election for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the Bylaws.

The initial Board of Directors shall consist of three (3) members whose names and addresses are:

Name:

Howard K. Stern

Address:

c/o M. Krista Barth, Esq.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

Larry E. Birkhead

c/o Susan R. Brown, Esq.
4000 Hollywood Boulevard
Suite 350, North Tower
Hollywood, Florida 33021

Raymond Martino

c/o M. Krista Barth, Esq.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

The initial Board of Directors are directed to complete the organization of the Corporation.

ARTICLE VI **REGISTERED OFFICE AND PRINCIPAL OFFICE**

The initial registered office of the Corporation is at 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410, and the initial registered agent at such address is Eric M. Sauerberg, Esq. The mailing address of the Corporation is c/o M. Krista Barth, Esq, 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410.

ARTICLE VII **DEFINITIONS**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, religious, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Code, contributions for which are deductible under Section 170(c)(2) of the Code. All references in these Articles of Incorporation to sections of the Code shall be considered references to the Internal revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future federal tax code, and to all regulations issued under sections and provisions.

ARTICLE VIII **INDEMNIFICATION**

Provided the person proposed to be indemnified satisfied the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Business Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Business Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Directors are subject to this reservation.

ARTICLE X **BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed by the Board of Directors.

ARTICLE XI **DISSOLUTION OF THE CORPORATION**

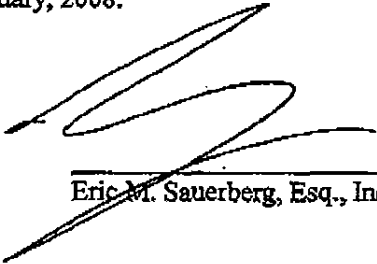
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator is:

Eric M. Sauerberg, Esq.
200 Village Square Crossing
Suite 102
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 1st day of February, 2008.

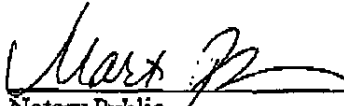

Eric M. Sauerberg, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged by Eric M. Sauerberg, Esq. who is personally known to me or who produced _____ as identification before me this 1st day of February, 2008.



MARTI PEARSON
Commission DD 627644
Expires February 17, 2011
Send me Your Notary Renewal 800-855-7912


Notary Public

Print Name Marti Pearson

My Commission Expires 2-17-2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ACKNOWLEDGMENT:

Having been named to accept service of process for the **Anna Nicole and Daniel Wayne Smith Charitable Foundation, Inc.**, at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: February 1, 2008



Eric M. Sauerberg, Esq.,
Registered Agent