

NO 8000003797

(Requestor's Name)

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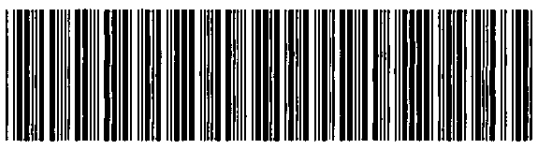
(Business Entity Name)

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EP 4/18/08

## COVER LETTER

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

**SUBJECT:** The Peter E. Dawson Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Michael Dubetz, Jr., Esq.  
Name (Printed or typed)

633 17th Street, Suite 3000  
Address

Denver, CO 80202  
City, State & Zip

(303) 299-8464  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PETER E. DAWSON FOUNDATION, INC.**  
**(A Florida Not-for-Profit Corporation)**

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I. Name.

The name of the Corporation shall be The Peter E. Dawson Foundation, Inc.

II. Principal Office.

The principal place of business and mailing address of this Corporation shall be 111 Second Avenue, N.E., Suite 1109, St. Petersburg, Florida 33701-3443.

III. Initial Registered Agent and Street Address.

The name and Florida street address of the registered agent is DeWitt Wilkerson, 111 Second Avenue, N.E., Suite 1109, St. Petersburg, Florida 33701-3443.

IV. Incorporator.

The name and address of the incorporator is Michael Dubetz, Jr., Esq., Sherman & Howard L.L.C., 633 Seventeenth Street, Suite 3000, Denver, Colorado 80202.

V. Objectives and Purposes.

The Corporation is organized and shall be operated exclusively for public, charitable, or educational purposes as described in, and contemplated by, § 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision) (hereinafter "Internal Revenue Code"). In furtherance of such purposes the Corporation may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

VI. Powers & Limitations.

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

(a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code or (ii) by an organization the contributions to which are deductible under §§ 170, 642, 2055, or 2522 of the Internal Revenue Code.

(b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

VII. Private Inurement.

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation or any other private individual.

VIII. Political Activities.

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

IX. Private Foundation Status.

Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of § 509 of the Internal Revenue Code, then during such time or times:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under § 4942 of the Internal Revenue Code;

(b) The Corporation shall not engage in any act of self-dealing, as defined in § 4941 of the Internal Revenue Code;

(c) The Corporation shall not retain any excess business holdings, as defined in § 4943(c) of the Internal Revenue Code;

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under § 4944 of the Internal Revenue Code; and

(e) The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code.

X. Dissolution.

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under § 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court for Pinellas County, Florida, exclusively for such exempt purposes or to such organization or

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organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

XI. Indemnification.

(a) The Corporation shall indemnify a person who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director of the Corporation, against reasonable expenses incurred by the person in connection with the proceeding.

(b) The Corporation shall indemnify or advance expenses of litigation to its directors, officers, employees and agents as provided in the bylaws.

XII. Directors.

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors, which directors are as elected or appointed is as set forth in the Bylaws. The Board of Directors shall be composed of such number of members as the Board of Directors shall, from time to time, determine. The Board of Directors may make, alter and amend the Bylaws. The names and initial terms of the initial directors are:

<u>Name</u>	<u>Initial Term Expires</u>
Peter E. Dawson, DDS	2010
Robert L. Frasier, DDS	2010
Dewitt Wilkerson, DMD	2010
Joan Forrest	2010
Mark Dawson	2010
Douglas E. Reese, MBA	2009
Tom Hutchison	2009
Bo Bruce	2009
David Newkirk	2009
Cheryl Huston	2009

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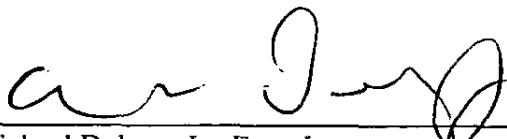
XIII. Liability of Directors.

(a) No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; or (iv) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

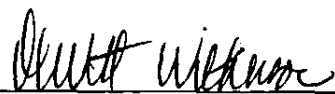
(b) Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

XIV. Nondiscriminatory Policy.

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

  
\_\_\_\_\_  
Michael Dubetz, Jr., Esq., Incorporator  
4/19/08  
\_\_\_\_\_  
Date

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.

  
\_\_\_\_\_  
DeWitt Wilkerson, Registered Agent  
April 9, 2008  
\_\_\_\_\_  
Date

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