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## FLORIDA PROFIT/NON PROFIT CORPORATION

Medicine Bow Foundation, Inc.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
MEDICINE BOW FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Sections 617.01011 through 617.2103 of the Florida Not For Profit Corporation Act ("Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the Corporation is the MEDICINE BOW FOUNDATION, INC ("Foundation").

**ARTICLE II  
PURPOSE**

The general purposes for which the Foundation is organized are as follows:

A. The Foundation is organized exclusively for religious, charitable, scientific, literary, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or the corresponding provision of any subsequent federal tax law ("Section 501 (c)(3)").

B. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any Director or Officer of the Foundation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation, and reasonable expenses may be paid thereto, affecting one or more of the Foundation's purposes), and no Director or Officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Foundation. No substantial part of the activities of the Foundation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of or against any candidate for public office, at any time.

C. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. The Foundation shall not make any loans to its Directors or Officers.

I. Notwithstanding any other provisions of these Articles of Incorporation, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

J. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and mailing address of the Foundation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

#### **ARTICLE IV DURATION**

The term of the Foundation is perpetual.

#### **ARTICLE V BOARD OF DIRECTORS**

The affairs of the Foundation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the bylaws.

#### **ARTICLE VI MEMBERS**

The Foundation shall have no members.

#### **ARTICLE VII REGISTERED OFFICE AND AGENT**

The registered agent and office of the Foundation shall be William H. Myers, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.


#### **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is William H. Myers, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

#### **ARTICLE IX AMENDMENT**

The Foundation reserves the right, by the affirmative vote of the majority of the Foundation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Foundation as stated herein and which would not adversely affect the Foundation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has signed these Articles of Incorporation on this 6th day of May, 2008.

  
\_\_\_\_\_  
William H. Myers, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

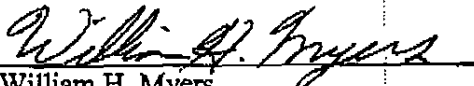
Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is MEDICINE BOW FOUNDATION, INC.
2. The name and address of the registered agent and office are:

William H. Myers, Esquire  
c/o Porter, Wright, Morris & Arthur LLP  
5801 Pelican Bay Boulevard, Suite 300  
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 6, 2008.

  
William H. Myers

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED