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Division of Corporations

N08000004636

Florida Department of State
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From: Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
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FLORIDA PROFIT/NON PROFIT CORPORATION

Randall Lawrence Talshoff Charitable Group, Inc.

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May 9, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

UCC FILING & SEARCH SERVICES INC

SUBJECT: RANDALL LAWRENCE TAISHOFF CHARTIABLE GROUP, INC.
REF: W08000023366

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.

You failed to make the correction(s) requested in our previous letter.

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.

Subsequent directors may be elected or appointed by directors. However, the initial directors must be elected or appointed by the founder, incorporator or members, etc.....!!!!

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000122717
Letter Number: 708A00029797

P.O BOX 6327 - Tallahassee, Florida 32314

Articles of Incorporation

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Randall Lawrence Taishoff Charitable Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal ~~street~~ address and mailing address, if different is:

4085 Tamiami Trail N., B104

Naples, FL 34103

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The purpose for which the corporation is organized is exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). The corporation is dedicated to religious, charitable, scientific, literary and educational purposes.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall not directly or indirectly 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Code, or corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under sections 170, 2055 or 2522 of the Code, or corresponding section of any future Federal Tax Code.

In the event of dissolution of the corporation, whether voluntary or involuntary or by operation of law, the assets of the corporation shall be (a) distributed to one or more organizations organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future Federal Tax Code, or (b) distributed to the Federal government or to a state or local government for a public purpose.

Any provision hereof to the contrary notwithstanding, in the administration of the Corporation:

- 1: Distributions (including "program-related investments" within the meaning of the private foundation provisions of the Treasury Regulations) shall be made in each taxable year at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by section 4942 of the Code, or any corresponding section of any future federal tax code;
- 2: Neither the corporation nor its officers or directors shall engage in any act of self-dealing as defined in section 4941 (d) of the Code, or any corresponding section of any future federal tax code;
- 3: The corporation shall not retain any excess business holdings as defined in section 4943(c) of

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the Code, or any corresponding section of any future federal tax code;

4: The corporation shall not make any investments which would subject the corporation to tax under section 4944 of the Code; or any corresponding section of any future federal tax code; and

5: The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or any corresponding section of any future federal tax code.

Appointed IV Manner of Election

The manner in which the directors are elected or appointed:
Shall be stated in the By-Laws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address (P.O. Box NOT acceptable) of the registered agent is:

Curtis Cassner Registered Agent, LLC
4085 Tamiami Trail N., B102
Naples FL 34103

ARTICLES VII INCORPORATOR

The name and address of the Incorporator is:

Curtis B. Cassner
4085 Tamiami Trail N., B102
Naples, FL 34103

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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/Registered Agent

5-9-08
Date



Signature/Incorporator

5-9-08
Date