

No 8000008057

Division of Corporations

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FOREIGN PROFIT/NONPROFIT CORPORATION

The Altobello Family Foundation Fund, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ALTOBELLO FAMILY FOUNDATION FUND, INC.**

ARTICLE ONE

Name

The name of the corporation shall be:

THE ALTOBELLO FAMILY FOUNDATION FUND, INC.

ARTICLE TWO

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREE

Not For Profit Corporation and Charitable Purposes

The corporation shall be a not for profit corporation under applicable provisions of the Florida Not For Profit Corporation Act. It shall be organized, and at all times thereafter operated, solely and exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code which benefit Okeechobee County, Florida. The corporation shall perform the functions and carry out the purposes of The Community Foundation for Palm Beach and Martin Counties, Inc., a publicly supported community foundation described in section 501(c)(3) of the Internal Revenue Code, by serving the needs and interests of Okeechobee County, Florida, and by benefiting and promoting the wellbeing of the people of Okeechobee County, Florida, in such ways as the Board of Directors of the corporation shall determine in its discretion. Distributions shall be made approximately one-half (1/2) to charitable organizations which are located in Okeechobee County, Florida, and approximately one-half (1/2) to

charitable organizations which are located outside Okeechobee County, Florida, but which serve the needs and interests of Okeechobee County, Florida, at such times, in such ways, and in such proportions as the Board of Directors shall determine from time to time or as may be provided in the Bylaws of the corporation. In furtherance of such charitable purposes, the corporation shall have full power and authority:

(a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

(b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation; and

(c) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Florida law, including the Florida Not For Profit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under

section 501(c)(3) of the Internal Revenue Code. It is intended that a substantial part of the assets of the corporation shall be held as a permanent charitable endowment and that distributions shall be made in accordance with such distribution or spending policies as the Board of Directors of the corporation may adopt from time to time.

ARTICLE FOUR

Publicly Supported Tax-Exempt Not For Profit Corporation

The corporation shall be a not for profit corporation and shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to pay or reimburse reasonable expenses incurred in the name or on behalf of the corporation, and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Board of Directors

(a) The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit public benefit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

(b) Anything in these Articles of Incorporation or in the Bylaws of the corporation to the contrary notwithstanding, the corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in section 4946 of

the Internal Revenue Code) other than foundation managers and other than one or more organizations described in section 509(a)(1) or section 509(a)(2) of the Internal Revenue Code.

ARTICLE SIX

Members

The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

ARTICLE SEVEN

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation to The Community Foundation for Palm Beach and Martin Counties, Inc., if it is then a tax-exempt public charity described in section 501(c)(3) of the Internal Revenue Code, and if not, then to such other organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as public charities exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 EIGHT

Registered Office and Registered Agent

The registered office of the corporation shall be at the Community Foundation for Palm Beach and Martin Counties, 700 South Dixie Highway, Suite 200, West Palm Beach, Palm Beach County, Florida 33401-5814. The registered agent of the corporation at such address shall be Gloria Ortega Rex.

ARTICLE NINE

Principal Office

The mailing address of the initial principal office of the corporation is 700 South Dixie Highway, Suite 200, West Palm Beach, Palm Beach County, Florida 33401-5814.

ARTICLE TEN

Definitions

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, artistic, environmental, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue 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 United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

(b) For purposes of these Articles of Incorporation, the term "charitable organization" shall mean a tax-exempt organization described in section 501(c)(3) and in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code.

ARTICLE ELEVEN

Limitation of Director Liability

(a) A director of the corporation shall not be personally liable to the corporation or its members or to any other person for monetary damages for breach of duty of care or other duty as a director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision, or failure to act may have occurred, except for liability under the provisions of Section 607.0831 of the Florida Statutes.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida law.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE TWELVE

Indemnification

The corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the corporation, to the fullest extent permitted by the Florida Not For Profit Corporation Act. By resolution of the Board of Directors or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their services to the corporation. The corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

ARTICLE THIRTEEN

Incorporator

The name and address of the Incorporator are as follows:

Benjamin T. White
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

ARTICLE FOURTEEN

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of
Incorporation, this 26th day of August, 2008.

Benjamin T. White
BENJAMIN T. WHITE, Incorporator

Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

ACCEPTANCE OF REGISTERED AGENT

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.

Gloria Ortega Rex
Gloria Ortega Rex, Registered Agent

Date: 9.25., 2008

STATE OF FLORIDA)

COUNTY OF PAUM BUIH)

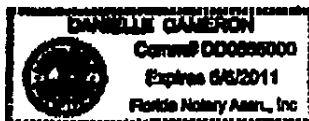
ss:

SWORN TO AND SUBSCRIBED before me this 25 day of August,
2008, by GLORIA REX, who is personally known to me.

Danielle Cameron
Notary Public

My Commission Expires:

DANIELLE CAMERON
Typed, printed or stamped name
of Notary Public



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