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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A Legal Professional Association

Amy E. Brown
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July 23, 2009

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Joseph P. Hayden, III and Teresa R. Hayden Family Foundation, Inc.

Dear Ladies & Gentlemen:

Attached for filing, in duplicate, are the Articles of Incorporation of the above entity. Also enclosed is our firm's check in the amount of \$70.00 to cover the requisite filing fee. Upon completion, please return evidence in the envelope provided.

Should you have any questions please call me.

Sincerely,

A handwritten signature in cursive script that reads "Amy Brown".

Amy E. Brown
Corporate Paralegal

Enclosures

cc: William F. Russo, Esq. (via email w/enc)
Whitney B. Maxson, Esq. (via email w/enc)

KTBH: 4835-8098-5348, v. 1

COVER LETTER

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

SUBJECT: Joseph P. Hayden III and Teresa R. Hayden Family 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: Amy Brown
Name (Printed or typed)

c/o KTBH 255 E. 5th St., Ste 2400
Address

Cincinnati, OH 45202
City, State & Zip

513-721-4532
Daytime Telephone number

abrown@katzteller.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Joseph P. Hayden III and Teresa R. Hayden Family Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

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

street: 121 Damficare Boca Grande, FL 33921

mailing: PO Box 1579 Boca Grande, FL 33921

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see attached.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors shall be elected as provided in the corporation's bylaws

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

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

Joseph P. Hayden III, Director/President
121 Damficare Boca Grande, FL 33921

Teresa R. Hayden, Director/Secretary & Treasurer
121 Damficare Boca Grande, FL 33921

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

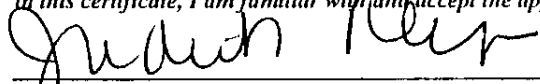
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Amy Brown
c/o KTBH 255 E. Fifth Street, Suite 2400
Cincinnati, OH 45202

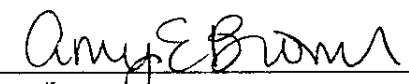
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

7/23/09

Date



Signature/Incorporator

7/23/09

Date

FILED
2009 JUL 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
JOSEPH P. HAYDEN III AND TERESA R. HAYDEN FAMILY FOUNDATION, INC.

Article III.

Purpose. The corporation is organized and shall be operated exclusively for charitable purposes, specifically for the purposes of making contributions to qualifying tax exempt organizations described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax law)(the "Code) and individuals.

Restrictions on Activities. The corporation is formed otherwise than for the pecuniary gain or profit of, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons; provided, that the corporation may pay reasonable compensation for services rendered, make payments and distributions in furtherance of its purposes, and distribute its assets on dissolution in accordance with these articles. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation described in section 501(c)(3) and exempt from taxation under section 501(a) of the Code, or by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Dissolution. Upon the dissolution of the corporation, the directors shall wind up the affairs of the corporation as speedily as practicable and, after paying or adequately providing for the payment of all known obligations of the corporation, distribute the remainder of the assets of the corporation exclusively for the purposes of the corporation or to organizations organized and operated exclusively for the purposes of the corporation described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Code in such manner as the directors shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in an action brought in accordance with Florida Revised Statutes, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.

Private Foundation Restrictions. If the corporation is a private foundation as defined in section 509 of the Code:

(a) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) which would give rise to any liability for any tax imposed by section 4941 of the Code.

(b) The corporation shall not retain any excess business holdings as defined in section 4943(c) which would give rise to any liability for any tax imposed by section 4943 of the Code.

(c) The corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for any tax imposed by section 4944 of the Code.

(d) The corporation shall not make any taxable expenditures as defined in section 4945(d) which would give rise to any liability for any tax imposed by section 4945 of the Code.

(e) The corporation shall, for the purposes specified in these articles, distribute at such time and in such manner, for each taxable year, amounts at least sufficient to avoid liability for any tax imposed by section 4942 of the Code.