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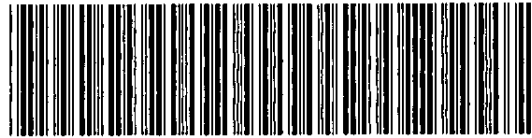
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DIVISION OF CORPORATIONS
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August 17, 2009

VIA HAND DELIVERY

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

Re: The Chapman House Foundation, Inc.

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Incorporation for the above referenced not-for-profit corporation.

Please file these Articles, certify one copy, and stamp the other copy "Filed." Please also provide a Certificate of Status.

I have enclosed a check in the amount of \$87.50, for the filing fees, certification fees, and certificates of status. Our messenger will pick up the certified copy, the stamped copy, and the certificate of status after 2:00 p.m. on Wednesday, August 19, 2009.

Sincerely yours,

Michele L. Rowe
Real Estate Assistant

/mlr

**ARTICLES OF INCORPORATION
OF
THE CHAPMAN HOUSE FOUNDATION, INC.**

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09 AUG 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
Name and Principal Office**

The name of this corporation shall be The Chapman House Foundation, Inc. (the "Corporation"). Its principal office shall be located at: 2258 Highway 98 West, Carrabelle, Florida 32322, or at such location as may be established by the Corporation's Board of Directors from time to time.

**ARTICLE II
Term**

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE III
Purpose**

The purpose for which the Corporation is organized is to preserve, protect, restore and maintain that property known as "The Chapman House" in Apalachicola, Florida, such property being of significant historical and cultural value, and to do all things necessary or appropriate to accomplish this stated purpose.

This Corporation is organized exclusively for scientific, educational, and charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 2000, as amended, (the "**Code**"), not for pecuniary profit, including the performance of the activities mentioned above exclusively for such purposes, except as restricted by Article X herein, the exercise of all powers conferred on a corporation organized under the Florida Not-For-Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law. The Corporation shall act strictly in accordance with the provisions of the Florida Not-For-Profit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE IV
Membership

The membership of the Corporation shall be as provided in the by-laws of the Corporation. The name and street address of the initial member of this Corporation is:

Dr. Helen E.A. Tudor
2285 Highway 98 West
Carrabelle, Florida 32322

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is John C. Lovett.

ARTICLE VI
Initial Board of Directors

The number of directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than one (1), nor more than fifteen (15). The name and street address of the initial director of this Corporation, who shall serve until the first election of directors or until her earlier resignation, removal from office or death is:

Dr. Helen E.A. Tudor
2285 Highway 98 West
Carrabelle, Florida 32322

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation as incorporator is: John C. Lovett, 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

ARTICLE VIII
Bylaws

The Bylaws shall govern all operations of the Corporation and shall be in conformance with and compatible with Robert's Rules of Order and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be as set forth therein.

ARTICLE IX

Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, shall be as set forth in the Bylaws.

ARTICLE X

Restrictions and Interpretation

Section 1. 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, except that the Corporation shall be authorized and empowered to receive, hold, invest, and administer property and any moneys received from private, local, state, and federal sources. The Corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

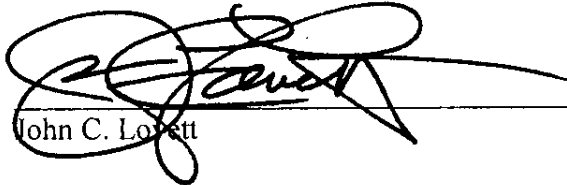
ARTICLE XI

Dissolution

The Corporation may be dissolved upon a vote of two-thirds (2/3) of the Directors at a duly noticed meeting. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the

Corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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 one or more of the purposes of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 17th day of August, 2009, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


John C. Lovett

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 617.0501, Florida Statutes, the following is submitted:

The Chapman House Foundation, Inc. (the "**Corporation**") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 2285 Highway 98 West, Carrabelle, Florida 32322, has named and designated John C. Lovett, with his registered office located at 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated this 17th day of August, 2009.


John C. Lovett

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