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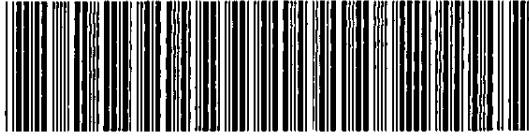
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 2009

Pamela Stark Thomas
Gertrude Maxwell Charitable Foundation Incorporated
Post Office Box 2464
Palm Beach, FL 33480
OR
702 South Palm Way
Lake Worth, FL 33460

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

SUBJECT: Articles of Incorporation – Requesting State Certification
PROPOSED CORPORATE NAME: Gertrude Maxwell Charitable
Foundation Incorporated (a Not-for-Profit organization)

Enclosed is an original and one (1) copy of the Articles of Incorporation for the Gertrude Maxwell Charitable Foundation Incorporated and a check for:

Filing Fee \$35.00

Designation of Registered Agent \$35.00

Filing Fee and Certified Copy \$78.75

TOTAL: \$148.75

FROM: Pamela Stark Thomas, Executor
Gertrude Maxwell Charitable Foundation Incorporated
P.O. Box 2464
Palm Beach, FL 33480

OR
702 South Palm Way, Lake Worth, FL 33460
(561) 351-5012
Pamelastarkthomas@comcast.net

Sincerely,



Pamela Stark Thomas, Executor

EIN: 80-0422627

ARTICLES OF INCORPORATION

OF

Gertrude Maxwell Charitable Foundation Incorporated

We, the incorporators, being natural persons all being of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a Non-Profit Corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

Article I: NAME

The name of the corporation shall be:

Gertrude Maxwell Charitable Foundation Incorporated

Article II: TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

Article III: ADDRESS

The principal place of business/ mailing address is:

702 South Palm Way

Lake Worth, FL 33460

Palm Beach County

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ARTICLE IV: NON-REGISTERED AGENT: AKA INCORPORATOR

The name and address of the initial non-registered agent of this corporation is:

**Pamela Stark Thomas
Post Office Box 2464
Palm Beach, FL 33480**

Secondary Address: 702 South Palm Way, Lake Worth, FL 33480

Article V: PURPOSE

The purposes for which this corporation is formed are exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and as that section may from time to time be amended, and, to that end, to do the following:

- (a) To accept, hold, invest, reinvest and administer gifts, bequests, devises, benefits of trusts, (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for charitable purposes.
- (b) The Gertrude Maxwell Charitable Foundation Incorporated is a charitable organization formed for charitable purposes. Purposes include local to national resource support to enhance the quality of life for people and animals.
- (c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meeting of its board of trustees, to have one or more offices and to keep the books of the corporation, in any part of the world.
- (d) Any and all other lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

Article VI: MEMBERSHIP

Directors are elected according to the method stated in Article III of the Bylaws. The members of this corporation shall be the persons signing these Articles of Incorporation, the initial trustees named in Article VII, and such persons as, from time to time hereafter, may become members, upon the qualifications and in the manner as provided in the corporation's by-laws.

EIN: 80-0422627

Article VII: BOARD OF TRUSTEES

Section 1: The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have two (2) Trustees initially, who shall serve until the first annual meeting of the members.

Section 2: The names and addresses of the persons who shall serve as initial Trustees are as follows:

NAME/ADDRESS

**Pamela Stark Thomas
Post Office Box 2464, Palm Beach, FL 33480
AND Secondary: 702 South Palm Way, Lake Worth, FL 33460**

**Gertrude Maxwell
Post Office Box 2464, Palm Beach, FL 33480
AND Secondary: 702 South Palm Way, Lake Worth, Florida 33460**

Section 3: At the first annual meeting of the members, the initial trustees named in these Articles of Incorporation shall be replaced as provided herein. The corporation shall have no more than 5 voting trustees. The trustees shall be elected by the members of this Corporation for one year terms.

Section 4: The number of voting trustees may be changed from time to time, by amendments to the by-laws, but shall never be more than five.

Article VIII: INCORPORATORS

The name and address of the incorporator is:

**Pamela Stark Thomas, President
Post Office Box 2464, Palm Beach, FL 33480**

AND 702 South Palm Way, Lake Worth, Florida, 33460

Article IX: USE OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

Article X: PROHIBITED TRANSACTIONS

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 except as authorized under the Internal Revenue Code of 1954, as amended. 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 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding section of any future United States Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article XI: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed 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 Court of Competent Jurisdiction 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 such purposes.

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Article XII: NON-STOCK BASIS

This corporation is organized upon a non-stock basis.

In Witness Whereof, I, Pamela Stark Thomas, have executed these Articles of Incorporation for the purpose of forming this non-profit corporation under the laws of the State of Florida in triplicate this 1st day of June, 2009, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.


Pamela Stark Thomas, President

June 1, 2009
DATE

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the state of Florida, submits in the state of Florida.

1. The name of the Corporation is:

Gertrude Maxwell Charitable Foundation Incorporated

The name and address of the non-registered incorporating agent is:

Pamela Stark Thomas
Post Office Box 2464, Palm Beach, FL 33480
Secondary Address: 702 South Palm Way, Lake Worth, FL 33460

Having been named as incorporator and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as incorporator and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as incorporator.


PAMELA STARK THOMAS, INCORPORATOR

June 1, 2009
DATE

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