

12/01/2009

Division of Corporations

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Florida Department of State
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Phone : (813) 223-7000
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Email Address: CKeane@Carltonfields.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Carlton Fields Charitable Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
CARLTON FIELDS CHARITABLE FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Carlton Fields Charitable Foundation, Inc. The principal place of business and mailing address are: 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, FL 33607.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable purposes, including, for such purposes providing grants to other charitable organizations.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members, if any, and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, FL 33607, and the name of its initial registered agent at such address is CFRA, LLC.

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ARTICLE VI

Directors

The number of directors and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VII

Incorporator

The name and address of the incorporator signing these articles of incorporation are:

Name

Address

Gary L. Sasso

4221 W. Boy Scout Blvd
Suite 1000
Tampa, FL 33607

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

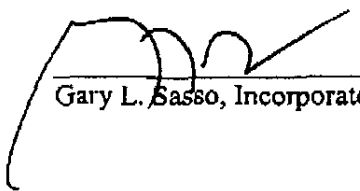
ARTICLE XI

Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of November, 2009.



Gary L. Sasso, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 30th day of November, 2009.

Registered Agent

CFRA, LLC

a Florida limited liability company

By: _____

Gary L. Sasso

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