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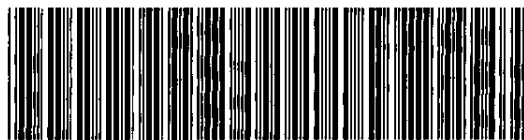
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TALLAHASSEE FLORIDA

MRB
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HOULIHAN & PARTNERS

- A Professional Association of
• Trial Attorneys and Counselors At Law

Gerald J. Houlihan
305-460-4091

May 25, 2010

Via Federal Express

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

**RE: Articles of Incorporation
The Thomas and KayeLynne Northcutt Foundation, Inc.**

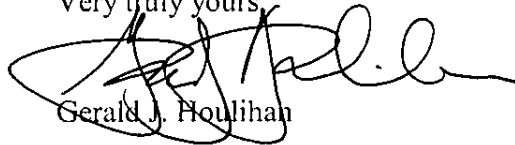
Dear Department of State:

I have attached for filing our Articles of Incorporation for our not-for-profit corporation.

In addition, I have attached our check for \$78.75 to cover the cost of filing and a certified copy of our Articles of Incorporation. I have attached a self-addressed, stamped envelope for your convenience.

Please call me if there are any problems. Thank you.

Very truly yours,



Gerald J. Houlihan

GJH/gh
Attachments

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
THE THOMAS AND KAYELYNNE NORTHCUTT FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation, hereinafter referred to as the "Corporation" is:
THE THOMAS AND KAYELYNNE NORTHCUTT FOUNDATION, INC.

ARTICLE II - DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 12 Gatehouse Road, Sea Ranch Lakes, FL 33308.

ARTICLE IV - PURPOSES

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Gerald J. Houlihan, Esq.
Houlihan & Partners, P.A.
504 Aragon Avenue
Coral Gables, Florida 33134

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is

Gerald J. Houlihan, Esq.
Houlihan & Partners, P.A.
504 Aragon Avenue
Coral Gables, Florida 33134

ARTICLE VIII – CHARITABLE ORGANIZATIONS PROVISIONS

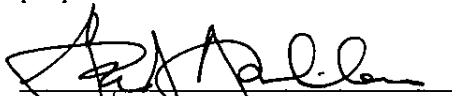
Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the law of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

b. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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

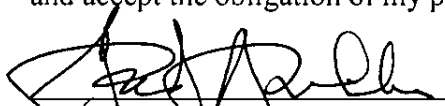
participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

c. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 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 is organized and operated exclusively for such purposes.


Gerald J. Houlihan
Signature of Incorporator

5-24-2010
Date

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


Gerald J. Houlihan
Signature of Registered Agent

5-24-2010
Date

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