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REAL ESTATE LAWYER

**ALSO MEMBER OHIO BAR

FRANK WOTITZKY (Of Counsel)
LEO WOTITZKY (1912-2005)

November 22, 2010

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

Re: Ponce de Leon Foundation, Inc.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation (Organization) and Certificate Designating Registered Agent. Please file the originals and have the copies certified. We are enclosing our check in the amount of \$78.75 to cover the filing fee.

Your assistance with this is very much appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS & MCKINLEY


Edward L. Wotitzky

ELW/sjb
Enclosures

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TALLAHASSEE, FLORIDA

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PERSONAL INJURY • WRONGFUL DEATH • CIVIL LITIGATION • CRIMINAL LAW
WILLS, TRUSTS & ESTATE PLANNING • PROBATE • CORPORATION & BUSINESS LAW • CONSTRUCTION LAW • ZONING, LAND USE & ADMINISTRATIVE LAW
REAL ESTATE CLOSINGS • TITLE INSURANCE • REAL PROPERTY LAW • CONDOMINIUM & COMMUNITY ASSOCIATION LAW • DIVORCE, CUSTODY & FAMILY LAW

Articles of Incorporation
of
Ponce de Leon Foundation, Inc.
(A corporation not for profit)
501(c)(3)

The undersigned hereby associate themselves for the purpose of becoming incorporated as a not-for-profit corporation under the laws of the State of Florida, and do hereby subscribe to and adopt the following as the Articles of Incorporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this corporation is PONCE de LEON FOUNDATION, INC. and its mailing address shall be c/o 223 Taylor Street, Punta Gorda, Florida 33950.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are exclusively charitable, scientific, cultural and educational within the meaning of I.R.C. Section 501(c)(3).

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation, however, the members shall have no voting rights.

**ARTICLE V: REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the corporation shall be 223 Taylor Street, Punta Gorda, Florida 33950. The name of the registered agent of the corporation is EDWARD L. WOTITZKY, Esq.

ARTICLE VI: INCORPORATOR

The name and residence of the original incorporator:

<u>NAME</u>	<u>ADDRESS</u>
Lindsay M. Harrington	315 W. Grace Street Punta Gorda, Florida 33950

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TALLAHASSEE, FLORIDA

ARTICLE VII: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

Section 2. Officers of this corporation shall also be members of the Board of Directors.

Section 3. The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

<u>OFFICE</u>	<u>NAME</u>
President	Lindsay M. Harrington
Vice President	Barry Gerber
Secretary	Allen Hagstrand
Treasurer	Jose L. Basilio

ARTICLE VIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have nine (9) initial Directors. The number of Directors may be changed from time to time in accordance with the Bylaws, but shall never be less than five (5) nor more than twenty-one (21). The manner in which directors are elected shall be set forth in the Bylaws.

ARTICLE IX: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended by a vote of two-thirds of all Directors at a duly called and noticed meeting held for that purpose as provided in the Bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate 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 said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XII: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XIII: PROHIBITED ACTIVITIES

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 pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 2: 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.

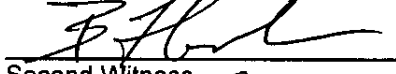
Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the President of this corporation hereby executes these Restated Articles of Incorporation this 14th day of November, 2010.

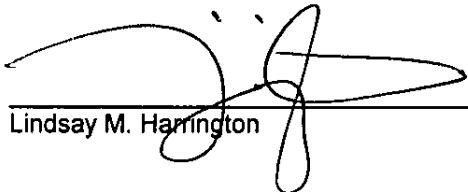
Signed, Sealed and Delivered in the Presence of:


First Witness


Printed Name of First Witness


Second Witness

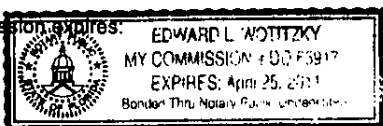

Printed Name of Second Witness

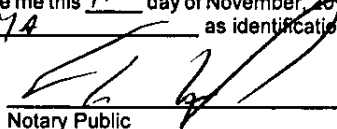

Lindsay M. Harrington

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 14th day of November, 2010, by LINDSAY M. HARRINGTON. He is personally known to me or produced me as identification and did take an oath.

My commission expires:

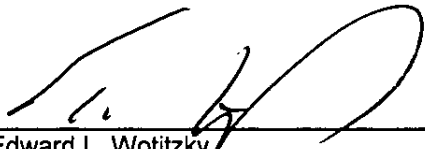



Notary Public

Acceptance of Registered Agent

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

Dated this 19th day of November, 2010.



Edward L. Wotitzky

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