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FLORIDA PROFIT/NON PROFIT CORPORATION
THE ELSA AND PETER SODERBERG CHARITABLE FOUNDATION

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December 22, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: THE ELSA AND PETER SODERBERG CHARITABLE FOUNDATION, INC.
REF: W10000058919

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

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**ARTICLES OF INCORPORATION
OF
THE ELSA AND PETER SODERBERG CHARITABLE FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is as follows: The Elsa and Peter Soderberg Charitable Foundation, Inc.

Article 2. Address

The address of the principal office and the mailing address of the corporation is: P.O. Box 190, 4341 State Street Road, Skaneateles Falls, New York 13153-0190.

Article 3. Initial Registered Office and Agent

The name and street address of the initial registered office of the corporation is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

Article 4. Members

The corporation shall initially have members and shall issue membership certificates evidencing the same. If the corporation ceases to have members, the board of directors shall be self-perpetuating and the directors shall act as the members whenever necessary or required by law.

Article 5. Not-For-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (referred to below as "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under § 501(c)(3) of the Code.

Articles of Incorporation
THE ELSA AND PETER
SODERBERG CHARITABLE
FOUNDATION, INC.

Article 6. Duration

The duration (term) of the corporation is perpetual.

Article 7. Purposes

The corporation is organized to provide financial support to organizations that are recognized as qualifying under Section 501(c)(3) of the Code in particular for the purposes of advancing healthcare for the underserved, enhancing educational opportunities and competencies, and providing community arts and athletics programs.

Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 set forth in Article 7 (Purposes) of these Articles.

Articles of Incorporation
THE ELSA AND PETER
SODERBERG CHARITABLE
FOUNDATION, INC.

Article 10. Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under § 501(a) of the Code as an organization described in § 501(c)(3) of the Code and which is a private foundation as defined in § 509 of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under § 501(c)(3) of the Code. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under § 4942 of the Code; and the corporation shall not (a) engage in any act of self dealing as defined in § 4941(d) of the Code; (b) retain any excess business holdings as defined in § 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under § 4944 of the Code; or (d) make any taxable expenditures as defined in § 4945(d) of the Code.

Article 11. Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, educational and/or other exempt purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in § 170(c)(1) or § 170(c)(2)(B) and is described in § 509(a)(1), (2) or (3) of the Code.

Article 12. Board of Directors

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the members in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of the majority of the members.

Articles of Incorporation
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SODERBERG CHARITABLE
FOUNDATION, INC.

Article 13. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article 14. Incorporators

The name and street address of each incorporator is as follows: Peter H. Soderberg, 255 Whiskey Row, Boca Grande, Florida, 33921.

Article 15. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

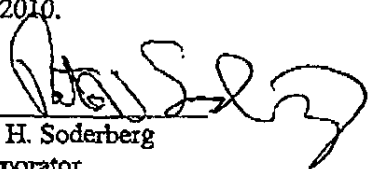
Article 17. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

In, witness, the undersigned incorporator has signed these articles of incorporation on December 16, 2010.


Peter H. Soderberg
Incorporator

Articles of Incorporation
THE ELSA AND PETER
SODERBERG CHARITABLE
FOUNDATION, INC.

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

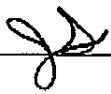
Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

- 1. Name of the corporation: The Elsa and Peter Soderberg Charitable Foundation, Inc.
- 2. Name and address of the registered agent and office: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent 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 registered agent.

Dated: December 21, 2010.

CORPORATION SERVICE COMPANY

By:  _____
Jeanine Reynolds
as its agent

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THE ELSA AND PETER
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