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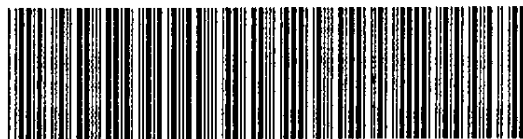
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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL GAY & LESBIAN TRAVEL
ASSOCIATION FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation, adopt the following articles in Compliance with Chapter 617, F.S., of the Florida Not For Profit Corporation Act.

Article I: The name of the corporation is: International Gay & Lesbian Travel Association Foundation, Inc. (hereinafter the "Corporation").

Article II: The mailing address of the Corporation shall be:

1201 NE 26th Street, Suite 103
Fort Lauderdale, FL 33305

The principal place of business of the Corporation shall be:

1201 NE 26th Street, Suite 103
Fort Lauderdale, FL 33305

Article III: The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and within such limits to support the charitable, scientific, and educational activities of the International Gay & Lesbian Travel Association.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this Corporation shall have all the powers granted to it by the laws of the State of Florida; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Article IV: The manner in which directors are elected or appointed is as provided for in the Bylaws.

Article V: The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
John R. Tanzella	1201 NE 26th Street, Suite 103 Fort Lauderdale, FL 33305
Deborah Sas	1201 NE 26th Street, Suite 103 Fort Lauderdale, FL 33305
Jeff Guaracino	30 South 17 th Street, Suite 1710 Philadelphia, PA 19103

Article VI: The name and Florida street address of the registered agent is:

<u>Name</u>	<u>Address</u>
John R. Tanzella	1201 NE 26th Street, Suite 103 Fort Lauderdale, FL 33305

Article VII: The Corporation shall not have members.

Article VIII: The number of Directors shall be fixed by the bylaws, but shall not be less than three (3). The affairs of the Corporation shall be carried on through its Board of Directors. The election or appointment of new directors shall be as set forth in the Corporation Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

Article IX: No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to, its 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 and objects set forth in Article III hereof. 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 by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax

laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the Corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Article X: The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented.

Article XI: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of the debts of the Corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

Article XII: The Corporation reserves the right to amend, change or repeal any provision contained in the Articles of Incorporation or to merge or consolidate this Corporation with any other non-profit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

Article XIII: The name and address of the Incorporator is:

Name

John R. Tanzella

Address

1201 NE 26th Street, Suite 103
Fort Lauderdale, FL 33305

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

Signature: John R. Tanzella Date: 3/1/11
Registered Agent
Printed name: John R. Tanzella

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: John R. Tanzella Date: 3/1/11
Incorporator
Printed name: John R. Tanzella

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CORPORATION DIVISION