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**FLORIDA PROFIT/NON PROFIT CORPORATION
DUESENBERG FOUNDATION, INC.**

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FLORIDA DEPARTMENT OF STATE
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POPE & BARLOGA, P.A.

SUBJECT: DUESENBERG FOUNDATION, INC.
REF: W11000026130

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 person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000126011
Letter Number: 711A00011659

**Articles of Incorporation
Duesenberg Foundation, Inc.
A Non-Profit Corporation**

I, the Incorporator, a natural person 18 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation under the Florida Not For Profit Corporation Act:

Article One

Name

The name of the non-profit corporation is: Duesenberg Foundation, Inc.

Article Two

Principal Office

The street address and mailing address of the principal office of the Corporation is 738-A S. Tyndall Parkway, Panama City, Florida 32404.

Article Three

Registered Agent and Office

The name of the initial registered agent and registered office in the State of Florida are:

Gerald W. Taylor
2589 Jenks Avenue
Panama City, Florida 32405

Article Four

Name and Address of the Incorporator

The name and address of the incorporator are:

Scott B. Barloga
736 Jenks Avenue
Panama City, Florida 32401

Article Five

Duration

The non-profit corporation's period of duration is perpetual.

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Article Six

Purposes

The non-profit corporation is organized and will be operated exclusively for general charitable and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Article Seven

Dissolution

Upon the dissolution of the non-profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable and scientific purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable and scientific purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

Article Eight

Restrictions

No part of the net earnings or assets of the non-profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The non-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the non-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The non-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The non-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a non-profit corporation organized under the laws of State of Florida.

The non-profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the non-profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article Nine

Board of Directors

The non-profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the non-profit corporation and may exercise all powers of the non-profit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the non-profit corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Karen M. Collier
738-A S. Tyndall Parkway
Panama City, Florida 32404

Gerald W. Taylor
2589 Jenks Avenue
Panama City, Florida 32405

Richard Filippi
9001 North Holland Road
Southport, Florida 32401

**Article Ten
By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the non-profit corporation.

**Article Eleven
Amendments**

The non-profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.


**Article Twelve
Indemnification**

The Corporation shall indemnify the directors, officers, employees, and agents of the Corporation who are involved in any suit, action, or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by law.

**Article Thirteen
Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on May 6, 2011.



Scott B. Barloga

Audit No: H11000126011 3

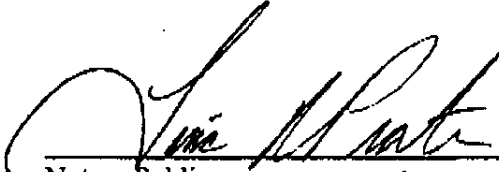
STATE OF FLORIDA)
) ss.
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this day, May 6, 2011, by
Scott B. Barloga, as incorporator, ~~who is personally known to me~~ or who has produced
_____ as identification.

[Seal]



TINA R. PRATER
Notary Public - State of Florida
Comm. Expires Aug. 1, 2011
Commission No. 010701048



Notary Public
My commission expires: Aug 1, 2011

Audit No: H11000126011 3

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Gerald W. Taylor, having been named as registered agent to accept service of process for DUESENBERG FOUNDATION, INC, a Florida non-profit corporation, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 2589 Jenks Avenue
Panama City, Florida 32405

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent as provided for in the Florida Statutes.

DATED this 6th day of May, 2011.



Gerald W. Taylor
Registered Agent

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