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FLORIDA PROFIT/NON PROFIT CORPORATION
Bob Poe Charitable Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
BOB POE CHARITABLE FOUNDATION, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Bob Poe Charitable Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 150 E. Robinson St., #3502, Orlando, FL 32801, and the mailing address of the Corporation is 150 E. Robinson St., #3502, Orlando, FL 32801.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, supporting spiritual growth and development, progressive political thought and education, and the arts.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is classified as a "private foundation," as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

- (a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (b) The Corporation will distribute its income for each tax 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 Code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - MEMBERS

The member of the Corporation shall be Robert J. Poe. Additional persons may be approved for membership by the member, in such manner as may be prescribed by the Bylaws of the Corporation.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected by the members in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names

addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert J. Poe	150 E. Robinson St., #3502 Orlando, FL 32801
Kenneth Brown	150 E. Robinson St., #3502 Orlando, FL 32801
Virginia Poe	1830 Radius Dr., #1830 Hollywood, FL 33020

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 150 E. Robinson St., #3502, Orlando, Florida, and the name of the initial registered agent of the Corporation at that address is Kenneth Brown. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Poe	150 E. Robinson St., #3502 Orlando, FL 32801

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X - AMENDMENTS TO
ARTICLES OF INCORPORATION AND BYLAWS**

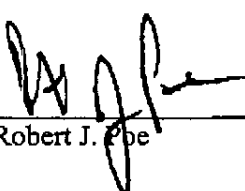
A. These Articles of Incorporation may be amended, repealed or altered, in whole or in part, only the members; provided, that the directors may amend these Articles of Incorporation in the event that there are no members of the Corporation.

B. The Bylaws of this Corporation may be amended, repealed or altered, in whole or in part, only by the members; provided, that the directors may amend the Bylaws of this Corporation in the event that there are no members of the Corporation.

ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed 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 Circuit 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 are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 31st day of October, 2011.



Robert J. Pbe

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Kenneth Brown
Kenneth Brown

Date: October 31, 2011

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