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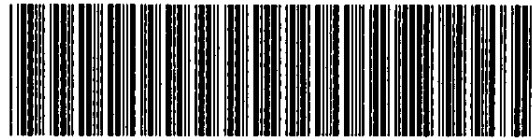
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 10 AM 9:19

5/14/13

COVER LETTER

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

SUBJECT: The Jules and Gwen Knapp Charitable Foundation

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ <u>78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Name (printed or typed)

SIMSES & ASSOCIATES, P.A.
400 Royal Palm Way Suite 304
Palm Beach, Florida 33480

Daytime Telephone Number

pflanagan@simseslaw.com

E-mail address: (to be used for future annual report notification)

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Gwen Knapp, President
(Name) (Title)
of The Jules and Gwen Knapp Charitable Foundation a foreign Corporation
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 9, 1985.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Jules and Gwen Knapp Charitable Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is The Jules and Gwen Knapp Charitable Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Illinois.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of The Jules and Gwen Knapp Charitable Foundation

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 3rd day of May,


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

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DIVISION OF CORPORATIONS

13 MAY 10 AM 9:19

ARTICLE I **NAME**

The name of the corporation shall be:

The Jules and Gwen Knapp Charitable Foundation, Inc.

ARTICLE II **PRINCIPAL OFFICE**

The principal place of business/mailing address shall be:

Principal Address

Mailing Address

2948 SE Southview Dr.

2948 SE Southview Dr.

Stuart, Florida 34996

Stuart, Florida 34996

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized:

See Attached Statement.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See Attached Statement.

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

The name(s) and address(es) and specific title(s):

Title/Name

Gwen R. Knapp - P, T

2948 SE Southview Dr.

Stuart, Florida 34996

Title/Name

Jules F. Knapp - VP, S

2948 SE Southview Dr.

Stuart, Florida 34996

Title/Name

Title/Name

Title/Name

Title/Name

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

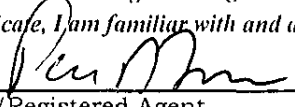
Simses & Associates PA
400 Royal Palm Way Suite 304
Palm Beach, Florida 33480

ARTICLE VII INCORPORATOR

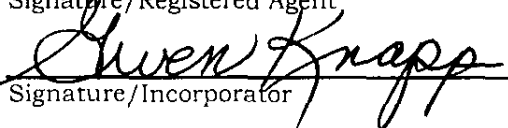
The name and address of the incorporator is:

Gwen R. Knapp
2948 SE Southview Dr.
Stuart, Florida 34996

Having been named as registered agent and 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/Registered Agent

5-3-13
Date


Signature/Incorporator

May 3, 2013
Date

**STATEMENT TO
ARTICLES OF INCORPORATION
FOR THE JULES AND GWEN KNAPP CHARITABLE FOUNDATION
(Not for Profit)
(F.S. Ch. 617)**

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is as follows:

This Corporation is created and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder (the "corresponding regulations"), that also constitute public charitable purposes under Florida law (the "Corporation's exempt purposes").

No part of the Corporation's assets shall inure to the benefit of or be distributable to any member of the Board of Directors or an Officer of the Corporation or any other private individual or entity, except in furtherance of the Corporation's exempt purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a qualified charitable organization.

The Corporation is intended to qualify and continue to qualify as a qualified charitable organization. To this end, the Board of Directors is directed to do whatever is required for the Corporation to so qualify and to refrain from doing anything that would prevent the Corporation from so qualifying. Specifically, in extension and not in limitation of this direction, the Board of Directors is directed to amend these Articles of Incorporation as set forth in the Corporation's Bylaws to the extent necessary to achieve this objective.

ARTICLE III.A: PROHIBITED POWERS

If and to the extent in any year the Corporation is classified as a private foundation under section 509 of the Code, any other provisions of hereof notwithstanding, the Corporation shall distribute its income and principal for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by section 4942 of the Code. The Corporation, its Board of Directors and Officers shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain

any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE III.B: DISTRIBUTION OF ASSETS UPON DISSOLUTION

If the Corporation is at any time dissolved, then upon dissolution of the Corporation, all of the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its dissolution shall be distributed for the Corporation's exempt purposes, including distributions to or for the use of one or more qualified charitable organizations selected by the Board of Directors, in such proportions and for such of the Corporation's exempt purposes as the Board of Directors shall determine in its sole discretion, subject to any valid restrictions imposed on contributions to the Corporation.

ARTICLE IV: BOARD OF DIRECTORS; MANNER OF ELECTION OF DIRECTORS

The Corporation's Board of Directors shall consist at all times of at least three (3) individuals. The manner in which the Directors of the Corporation are elected shall be set forth in the Bylaws of the Corporation.

Prior to appointment of the initial Board of Directors of the Corporation, the power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Incorporator, and thereafter, the power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors.