

Raymond E. Murray

Phone (813) 287-1010

FAX (813) 287-5736

N95000000028

December 19, 1994

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

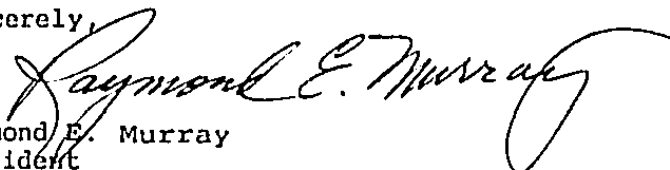
Re: Articles of Incorporation  
The REM Foundation, Inc.

200001358932  
-12/21/94--01019--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Please find enclosed articles of incorporation for filing along with the appropriate filing fee. Should you have any questions regarding these articles, please call.

Sincerely,

  
Raymond E. Murray  
President

Enc.

Alan

(813) 286-0375

FILED  
DEC 21 1994  
FBI - TAMPA

N.P.  
P.B.  
12/22/94  
2295, 626  
W99-27142  
N95-28



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 22, 1994

RAYMOND E. MURRAY  
5301 W. CYPRESS ST.  
SUITE 307  
TAMPA, FL 33607

SUBJECT: THE REM FOUNDATION, INC.  
Ref. Number: W940000271-2

We have received your document for THE REM FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 594A00054153

ARTICLES OF INCORPORATION  
OF  
THE REM FOUNDATION, INC.

A CORPORATION NOT FOR PROFIT

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The undersigned incorporator, a resident of the State of Florida and all of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation is THE REM FOUNDATION, INC.

ARTICLE II  
Office and Registered Agent

This Association's initial registered office and mailing address shall be 5301 W. Cypress Suite 307 Tampa, Fl. 33607, and its registered agent is Raymond E. Murray. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III  
Purpose

Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV  
Trustees

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Raymond E. Murray	#5 Braoside Place	Clearwater, Fl.	34619
Allan B. Andreassen	1101 Glen Park Lane	Valrico, Fl.	33594
Angie Tyre	5301 W. Cypress St.	Tampa, Fl.	33607

The manner in which trustees are elected and other provisions governing trustees are set forth in the by-laws of the corporation.

ARTICLE V  
Governing Provisions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 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 the publishing 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, 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition to the foregoing, the following special provisions shall also apply:

1. 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

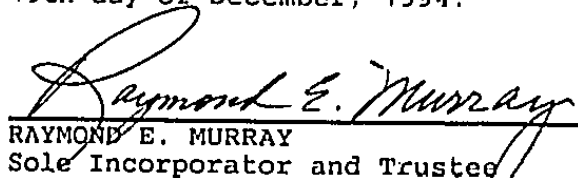
4. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 a Court of Competent Jurisdiction 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 witness whereof, we have hereunto subscribed our names this 19th day of December, 1994.

  
RAYMOND E. MURRAY  
Sole Incorporator and Trustee

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, and without taking an oath, this day personally appeared Raymond E. Murray, to me personally known, and known to be the person described in, and who signed the foregoing Articles of Incorporation, and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 19th day of December, 1994.



Allan B. Andreasen  
Notary Public

My Commission Expires 7/18/95

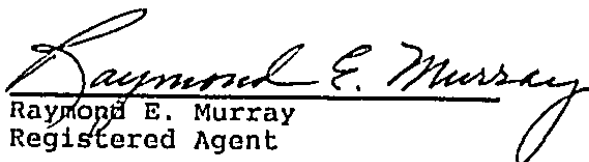
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
REGISTERED OFFICE AND REGISTERED AGENT (RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That The REM Foundation, Inc. desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at 5301 W. Cypress Suite 307 Tampa, Fl. 33607 has named Raymond E. Murray as its Registered Agent and Resident Agent.

ACKNOWLEDGEMENT

Having been named Registered Agent for the above stated Corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
Raymond E. Murray  
Registered Agent

FILED  
1995 JAN -3 PM 4:32  
TALLAHASSEE, FLORIDA