

N95 00000/612

GOLDBERG & YOUNG, P.A.
1830 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305

PAUL YOUNG
LAWRENCE H. GOLDBERG
WILLIAM BERGER
PAUL S. GRAVENHORST
GREGORY J. BLODIO
PATRICK S. SCOTT
JONATHAN S. MARCUS

KIMBERLY L. BARRAN
COURTNEY A. CALLAHAN
R. BRADLEY CHAPMAN
SUSAN K. CONNOR
DANIEL A. JACOBSON
DAVID E. JANKOWITZ
EDMUND O. LOOS III
FRANK A. UTBET

MAILING ADDRESS:
POST OFFICE BOX 73600
FORT LAUDERDALE, FLORIDA 33307
AREA CODE 305
TELEPHONE 564-8600
MIAMI 844-0308
BOCA RATON (407) 395-1440
TELECOMEX (305) 564-0015

March 29, 1995

100001446261
-04/03/95--01077--001
*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida, 32314

RE: ARTICLES OF INCORPORATION FOR NORTH J. AND FLORENCE STOCKTON
FOUNDATION, INC.

Dear Madam/Sir:

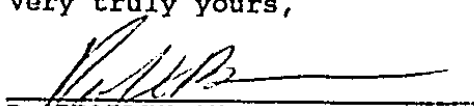
Enclosed herewith for filing are the original and one (1) copy of Articles of Incorporation for the above-captioned entity.

Please file the Articles of Incorporation and return a stamped copy to the attention of the undersigned. A check made payable to the Secretary of State of Florida in the amount of \$70.00 is enclosed in payment of the filing fees.

If you have any questions pertaining to the above, please do not hesitate to contact the undersigned.

Your assistance in this matter is very much appreciated.

Very truly yours,


R. BRADLEY CHAPMAN
For the Firm

RBC:cas
Enclosures
File: M1468

SDE

95-11580

RECEIVED
JAN 10 1987
FBI - MIAMI

ARTICLES OF INCORPORATION
OF
NORTH J. AND FLORENCE STOCKTON FOUNDATION, INC.
a Florida Corporation not for profit

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is NORTH J. AND FLORENCE STOCKTON FOUNDATION, INC.. referred to as the "FOUNDATION."

ARTICLE II - ADDRESS

The principal office of the FOUNDATION shall be 1360 South Ocean Boulevard, #2501, Pompano Beach, Florida. The mailing address of the Foundation shall be 1360 South Ocean Boulevard, Pompano Beach, Florida 33062.

ARTICLE III - PURPOSE

The purposes for which the FOUNDATION is organized are as follows:

1. To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
2. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - SCOPE OF ACTIVITY

Except as otherwise provided herein, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to

further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder, as the same now exist or as they may be hereinafter amended, or corresponding provisions of any future federal tax laws.

ARTICLE V - RESTRICTIONS ON ACTIVITY

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall distribute, for the purposes specified herein, its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, so as to subject it to tax under § 4944 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

7. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, which is exempt from taxation under § 501(a) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, or by an organization described under § 170(c)(2) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, to which contributions are deductible under § 170(a) of the Internal Revenue Code of 1986 and Regulations thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - MEMBERS

1. The FOUNDATION shall have one class of members.
2. Each member must be:
 - (a) a natural person who is eighteen years of age or older or
 - (b) a bank or trust company with assets in excess of TEN MILLION DOLLARS (\$10,000,000.00).
3. The BYLAWS may establish additional qualifications for members.
4. The initial members shall be FLORENCE STOCKTON, JUDY NOWAK, WILLIAM NOWAK, and NBD BANK, F.S.B.
5. The FOUNDATION shall issue one certificate of membership to each member.
6. Each member shall be entitled to one vote.
7. The BYLAWS shall provide for an annual meeting of the members of the FOUNDATION and shall make provision for special meetings.

ARTICLE VII - TERM OF EXISTENCE

The FOUNDATION shall have perpetual existence.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is: R. Bradley Chapman, 1630 North Federal Highway, Fort Lauderdale, Florida 33305.

ARTICLE IX - DIRECTORS

1. The property, business, and affairs of the FOUNDATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the FOUNDATION.

2. All of the duties and powers of the FOUNDATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members.

3. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

FLORENCE STOCKTON

1360 South Ocean Boulevard
Apt. 2501
Pompano Beach, Florida 33062

JUDY NOWAK

15511 Jonas Street
Allen Park, MI 48101

WILLIAM NOWAK

15611 Jonas Street
Allen Park, MI 48101

4. The chairperson of the Board shall initially be FLORENCE STOCKTON.

5. After the death of FLORENCE STOCKTON, NBD BANK, F.S.B., shall be entitled to appoint one of the directors of the FOUNDATION, as provided in the Bylaws. Such director appointed by NBD BANK, F.S.B. shall not be removed, replaced, or succeeded without the consent of NBD BANK, F.S.B. as provided in the Bylaws.

ARTICLE X - OFFICERS

The officers of the FOUNDATION shall be a president, vice president, secretary, treasurer, and such other officers as the

BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President	FLORENCE STOCKTON
Vice President	JUDY NOWAK
Secretary/Treasurer	WILLIAM NOWAK

ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors or members in the manner provided by the BYLAWS.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority vote of the members.

ARTICLE XIII - DISSOLUTION

In the event of dissolution or final liquidation of the FOUNDATION, the net assets, both real and personal, of the FOUNDATION shall be distributed by the Board of Directors to one or more organizations described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code, each of which has been in existence and so described for a continuous period of at least sixty (60) months immediately preceding such distribution. Such an organization or organizations shall be devoted to purposes as nearly as practicable the same as those to which the FOUNDATION is devoted. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations described in the preceding sentence, as said court shall determine.

ARTICLE XIV - INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

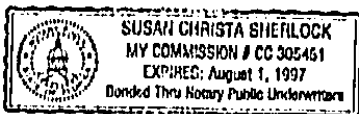
The initial registered office of the FOUNDATION shall be at 1630 North Federal Highway, Fort Lauderdale, Florida 33305. The initial registered agent of the FOUNDATION who shall be at that address is GREGORY J. BLODIG.

WHEREFORE, pursuant to section 617.01201(6)(a), Florida Statutes, the chairperson of the Board of Directors, has executed these ARTICLES on this 29th day of March, 1995.

[Signature]
R. BRADLEY CHAPMAN, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of March, 1995, by R. BRADLEY CHAPMAN, who is personally known to me [or has produced N/A as identification].



[Signature: Susan Christa Sherlock]
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)
SUSAN CHRISTA SHERLOCK

(Name of acknowledger, typed, printed or stamped)

(Title or rank (serial number, if any))

rbc\misc\stockton.1

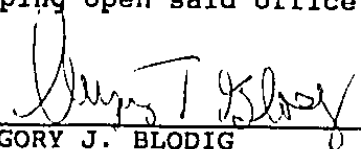
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act.

FIRST -- That NORTH J. AND FLORENCE STOCKTON FOUNDATION, INC.,
desiring to organize a not for profit corporation under the laws of
the State of Florida with its principal office, as indicated in the
Articles of Incorporation, at City of Fort Lauderdale, County of
Broward, State of Florida, has named GREGORY J. BLODIG as
Registered Agent, who may be served at the registered office
located at 1630 North Federal Highway, City of Fort Lauderdale,
County of Broward, State of Florida, as its agent to accept service
of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at place 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.



GREGORY J. BLODIG

55 APR - 9 AM 9:04