

TRANSMITTAL LETTER
N95000003595

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

SUBJECT: INSTITUTE FOR FLORIDA'S FUTURE, INC.
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Alan P. Dye, Esq. (Webster, Chamberlain & Bean)
Name (Printed or typed)

Suite 1000, 1747 Pennsylvania Avenue, N.W.

Address

Washington, DC 20006

City, State & Zip

(202) 785-9500

Daytime Telephone number

400001547474
67/27/95--01045--013
****131.25 ****131.25

7/31/95
[Signature]

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
INSTITUTE FOR FLORIDA'S FUTURE, INC.

TO: Department of State, Division of Corporations, Post Office Box
6327, Tallahassee, Florida 32314

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is:
INSTITUTE FOR FLORIDA'S FUTURE, INC.

SECOND: The period of duration is perpetual.

THIRD: This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To educate the public with respect to innovative solutions to public policy problems in Florida;
2. To assist other charitable and educational organizations in the conduct of similar activities;
3. To establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the corporation; and
4. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose, purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares

of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation shall not have members.

FIFTH: The principal place of business is Suite 203, 3399 Ponce deLeon Boulevard, Miami, Florida 33134, and the mailing address of this corporation shall be Post Office Box 144155, Coral Gables, Florida 33114.

SIXTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD 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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable 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 of 1986; the corporation shall not own any excess business holdings that would subject it to tax under

Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

SEVENTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election of appointment, other than the initial Board of Directors provided for herein, shall be as provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

EIGHTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

TENTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

ELEVENTH: The address, including the street and number of its initial registered office is Suite 203, 3399 Ponce deLeon Boulevard, Miami, Florida 33134, and the name of its initial registered agent is Sally S. Harrell.

TWELFTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of

Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

THIRTEENTH: The number of directors constituting the initial Board of Directors is eleven (11), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Alfonso	1705 N. 16th Street Tampa, Florida 33605
Jeanie Austin	1338 Buckwood Drive Orlando, Florida 32806
Jeb Bush	Penthouse 2 2 Alhambra Plaza Coral Gables, Florida 33134
Jay Crouse	#755 1800 2nd Street Sarasota, Florida 34236
Linda Gill	Post Office Box 21277 Fort Lauderdale, Florida 33335
Phil Handy	Post Office Box 3090 Winterpark, Florida 32790
Sally S. Harrell	810 HiLo Way Tallahassee, Florida 32308
Al Hoffman, Jr.	1602 W. Timberlane Drive Plant City, Florida 33564
Buddy Johnson	Post Office Drawer 3158 Plant City, Florida 33564-3158
Billie Neese	600 Sunnyside Court Ft. Myers, Florida 33919
Sergio Pino	901 SW 69th Avenue Miami, Florida 33144

FOURTEENTH: The name and address of the incorporator is:

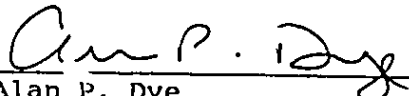
NAME

Alan P. Dye

ADDRESS

1747 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20006

The undersigned incorporator has executed these Articles of Incorporation this 26th day of July, 1995.


Alan P. Dye

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7-24-95 (tcm)

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: INSTITUTE FOR FLORIDA'S FUTURE, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

Sally S. Harrell
(Name)

Suite 203, 3399 Ponce deLeon Boulevard
(Street address - P. O. Box not acceptable)

Miami, Florida 33134
(City/State/Zip)

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sally S. Harrell
(Signature)

7-25-95
(Date)