

N 960000000-135

**BURGESS, HARRELL, MANCUSO & OLSON, P.A.**

Attorneys at Law

James H. Burgess, Jr.  
*Board certified civil trial lawyer*

Donald J. Harrell  
*Also admitted in Pennsylvania*

R. Lynette Mancuso  
*Board certified real estate lawyer  
Certified circuit & family court mediator*

Paul E. Olson  
*Board certified real estate lawyer*

John A. Colton

EFFECTIVE DATE  
2/7/96

February 7, 1996

**OVERNIGHT MAIL**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation  
THE STARBURST FOUNDATION, INC.

400001710464  
-02/08/96--01064--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,  
*Stai Houser for*  
Donald J. Harrell  
For the Firm

Encs.  
cc: client (w/o/encs.)

FILED  
96 FEB -8 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SAB*  
*96/elle*

EFFECTIVE DATE

2/7/96

ARTICLES OF INCORPORATION  
OF  
THE STARBURST FOUNDATION, INC.

FILED

96 FEB -8 PM 2:38

THESE ARTICLES OF INCORPORATION are hereby ~~adopted~~ <sup>adopted</sup> (by) the undersigned incorporator of this corporation not for profit, under the Florida Not For Profit Corporation Act.

ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be THE STARBURST FOUNDATION, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal address, if known, shall be 340 GULF OF MEXICO DRIVE, UNIT 111, LONGBOAT KEY, FLORIDA 34228 and the mailing address of the corporation shall be 340 GULF OF MEXICO DRIVE, UNIT 111, LONBOAT KEY, FLORIDA 34228. . . . corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial registered agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial registered office street address of the registered agent shall be 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237. The initial registered agent hereby states that the registered agent is familiar with, and accepts, the obligations of this position.

ARTICLE II  
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III  
PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the corporation is initially organized shall be for charitable purposes, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument: (i) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such code; (ii) the corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws; and (iii) no part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of the corporation, on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Not For Profit Corporation Act.

ARTICLE IV  
MEMBERSHIP

Section 4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Section 4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote cumulatively in elections for the board of directors.

ARTICLE V  
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by majority vote of both the board of directors and members, or by majority vote of the board of directors if there are no members at such time.

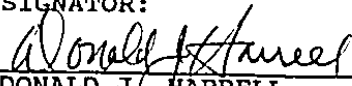
Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned executed this instrument this 7<sup>th</sup> day of February, 1986.

SIGNATOR:

  
DONALD J. HARRELL  
Incorporator & Registered Agent

96 FEB - 8 PM 2:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA