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AUTHORIZATION :

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ORDER DATE : April 3, 1996

ORDER TIME : 2:19 PM

ORDER NO. : 906407

CUSTOMER NO: 4327020

CUSTOMER: Michael L. Duffy, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -3 PM 2:41

DOMESTIC FILING

NAME: FLEMING-LEES FOUNDATION, INC.

EFFECTIVE DATE: APRIL 3, 1996

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
FLEMING-LEES FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

THE UNDERSIGNED PERSON, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

ARTICLE I

NAME: PRINCIPAL ADDRESS

The name of the corporation is FLEMING-LEES FOUNDATION, INC. Its principal address at the time of incorporation is 321 Royal Poinciana Plaza, Palm Beach, Florida.

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ARTICLE II

DURATION

This Florida not-for-profit corporation shall have perpetual duration unless dissolved according to law. Corporate existence shall commence on the date that these Articles of Incorporation are filed with the Florida Department of the State.

ARTICLE III

PURPOSES

This corporation is organized as a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, for the exclusively charitable, scientific, religious, and educational purposes of establishing a private foundation within the meaning of Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the Code) and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent Federal tax laws and to

that end is authorized to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

No part of the net earnings of the corporation shall inure to the benefit of any member, Director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, Director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation 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.

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 Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of this certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE IV

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, 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 shall be disposed by a Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, to entities which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERS

The powers, duties and privileges of the members of the corporation, and the manner of their election, shall be as specified in the By-Laws of the corporation.

ARTICLE VI

SUBSCRIBER

The name and address of the person signing these Articles is:

IRVING B. LEES
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480

ARTICLE VII

OPERATIONS

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer and such other officers as the By-Laws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

ARTICLE VIII

OFFICERS

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and By-Laws are:

IRVING B. LEES	- President
MARJORIE F. LEES	- Vice-President

IRVING B. LEES
IRVING B. LEES

- Secretary
- Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The By-Laws of the corporation may provide for the office of Chairman of the Board. The Chairman of the Board shall have such duties as are assigned by the By-Laws and the Board of Directors.

ARTICLE IX

BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The names and addresses of the persons who are to initially serve are as follows:

IRVING B. LEES
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza, South
Palm Beach, Florida

MARJORIE F. LEES
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza, South
Palm Beach, Florida

TRACY SUZANNE LEES GRANT
443 NE 100th Street
Miami Shore, Florida

KIMBERLY FLEMING LEES FRENCH
1075 Creek Ridge Pointe
Alpharetta, Ga

MADISON TOBIAS LEES
1705 Dartmouth Lane
Deerfield, IL

LESLIE CANDIDA LEES JAMISON
725 Tanglewood Trail
Atlanta, GA

Thereafter, the Board of Directors shall be elected as provided in the By-laws. Vacancies in the initial Board of Directors shall be filled by a majority, even though less than a quorum of the Board of Directors. Members of the initial Board of Directors need not be members of the corporation.

No contract or other transaction between the corporation and any other firm, association, person or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of the corporation, is a member, Director, or officer, of such other firm or corporation. Any contract or transaction to which a Director or officer, individually or jointly, is a party, including contracts entered into with this corporation, shall not be affected or invalidated by reason of the fact that said Director or officer is in any way connected with the corporation.

ARTICLE X

BY-LAWS

The initial By-Laws of the corporation shall be made and adopted by the initial Board of Directors. The By-Laws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any

duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the By-Laws unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least seven (7) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the By-Laws to the Board or the membership, as the case may be.

ARTICLE XI

AMENDMENT

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least seven (7) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be.

ARTICLE XII

VOTING

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy

ARTICLE XIII

POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful By-Laws of the corporation, as may be amended from time to time, which powers shall include, but not limited to, the following:

(a) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real and personal, including securities of other corporations;

(b) To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to such trust and trusts;

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

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

(e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

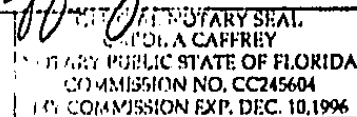

IRVING B. LEES/Subscriber/Director

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The forgoing instrument was acknowledged before me this 27 day of MARCH, 1996 by IRVING B. LEES of the FLEMING-LEES FOUNDATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. IRVING B. LEES is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

Carol A. Caffrey
NOTARY



Designation of Registered Agent

The initial registered agent of this corporation shall be ALAN LINDSAY at 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480.

Acceptance

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

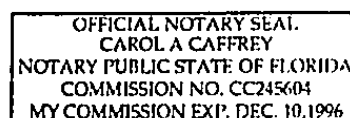
Alan Lindsay
ALAN LINDSAY

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 27 day of March, 1996 by ALAN LINDSAY who was personally known to me or produced _____ as identification.

(NOTARIAL SEAL)

Carol A. Caffrey
Notary Public



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