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LAW OFFICES

Arthur F. Mott, Jr.  
Attorney and Counselor at Law

Post Office Box 701  
St. Petersburg, Florida 33734

October 25, 1995

Telephone  
(813) 546-9896

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

10000017732151  
04/09/95--01091--0.20  
+++122.50 +++122.50

Re: Mt. Rushmore Foundation, Inc., a not for profit corporation

Greetings:

Please find enclosed the original new charter for the above referenced corporation and a check or money order payable to the Secretary of State in the amount of \$122.50 to cover your various fees.

Please file this charter with your official records and return a certified copy to the undersigned indicating the charter number and the date of filing.

Thank you for your attention to this matter.

Sincerely,

*Arthur F. Mott, Jr.*

Arthur F. Mott, Jr.

enclosures

96 APR - 2 1996  
Tallahassee, FL

FILED

APC  
4-15-96

ARTICLES OF INCORPORATION  
OF

MT. RUSHMORE FOUNDATION, INC.  
(A Corporation Not for Profit)

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not for profit under Florida law.

ARTICLE I

Name and Location. The name of this corporation shall be Mt. Rushmore Foundation, Inc., and the location of its principal office shall be at 426 Palm Avenue, No. 8, St. Petersburg, Pinellas County, Florida 33703.

ARTICLE II

Purpose. The purposes of this corporation are to receive and maintain a fund or funds of real or personal property, or both, and 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 either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter be amended.

ARTICLE III

Members. (a) The members of this corporation shall consist of those persons who are herein named as the initial members of the Board of Directors of this corporation, together with such other persons who, from time to time hereafter, meet the requisite qualifications of membership in this corporation as provided by the By-Laws of the corporation, and who are elected to membership in this corporation in the manner provided in the By-Laws of the corporation.

(b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, trustees, or other private persons, except that this 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 the preceding article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not

participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provision for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purpose or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

#### ARTICLE IV

Term. This corporation shall exist perpetually.

#### ARTICLE V

Subscribers. The names and residences of the subscribers are Douglas G. Towne, 426 Palm Avenue, #8, St. Petersburg, Florida 33703; and Arthur F. Mott, Jr., 9845B 60th Street North, Pinellas Park, Florida 34666.

#### ARTICLE VI

DIRECTORS. The affairs of this corporation shall be managed by a Board of Directors consisting of not less than three (3) members, with the specific number of Directors to be fixed by the By-Laws of the corporation. All Directors shall be elected from the membership of this corporation at such time, for such terms and in such manner as shall be provided by the By-Laws of the corporation. The

annual meeting of the corporation shall be held on such date as may be determined by the Board of Directors. The names and addresses of the first Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Douglas G. Towne	426 Palm Avenue, #8 St. Petersburg, FL 33703
Arthur F. Mott, Jr.	9845B 60th Street North Pinellas Park, FL 34666
Robert W. Baldwin, Jr.	Post Office Box 353 Auburndale, FL 33823

#### ARTICLE VII

**Officers.** The officers of the corporation shall be elected by the Board of Directors at such time and for such terms and in such manner as shall be provided in the By-Laws of the corporation. The officers of the corporation shall be a President, Vice-president, Secretary and Treasurer and such other officer as may be provided from time to time by the By-Laws of the corporation.

#### ARTICLE VIII

**By-Laws.** The Board of Directors shall adopt the By-Laws of this corporation.

#### ARTICLE IX

**Amendments.** An amendment to these articles may be proposed by the Board of Directors or a member. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least three fourths of the directors present and voting at a meeting at which a quorum is present.

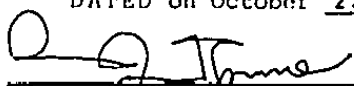
#### ARTICLE X

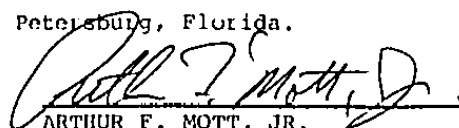
**Registered Agent.** The initial registered agent for this corporation is Arthur F. Mott, Jr., and the initial registered office is located at 9845B 60th Street North, Pinellas Park, Florida 34666.

#### ARTICLE XI

**Members meetings.** No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the By-Laws.

DATED on October 25, 1995, at St. Petersburg, Florida.

  
\_\_\_\_\_  
DOUGLAS G. TOWNE

  
\_\_\_\_\_  
ARTHUR F. MOTT, JR.


STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Douglas G. Towne, who produced a State of Florida Identification card for identification, and Arthur F. Mott, Jr., who produced his Florida Driver's License for identification, and they acknowledged before me that they signed the foregoing Articles of Incorporation of Mt. Rushmore Foundation, Inc., a corporation not for profit. An oath was not taken.

Witness my signature and seal of office this 25 day of October, 1995.



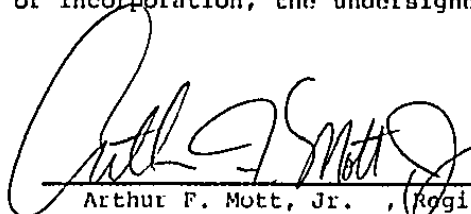
Rodney M. Jackson  
MY COMMISSION # CC500970 EXPIRES  
October 11, 1999  
BONDED THROUGH TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_, Notary Public

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Dated October 25, 1995.

  
\_\_\_\_\_  
Arthur F. Mott, Jr., Registered Agent

FILED  
26 APR 29 1995  
FBI - TAMPA

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE FOR  
MT. RUSHMORE FOUNDATION, INC.

MT. RUSHMORE FOUNDATION, INC., a corporation organizing under the laws of the State of Florida, has designated 9845B 60th Street North, Pinellas Park, Florida 34666 (Pinellas County), as its registered office in the State of Florida, and Arthur F. Mott, Jr., as its registered agent, located at such office, this 25th day of October, 1995.

Mt. Rushmore Foundation, Inc., organizing as a Florida corporation,

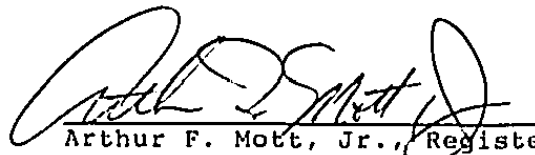
By

  
Arthur F. Mott, Jr., Subscriber

ACCEPTANCE

The undersigned agrees to accept the position as registered agent for MT. RUSHMORE FOUNDATION, INC., and to maintain the registered office designated above and to fulfill all the duties and responsibilities of a registered agent as required by law.

Witness my signature this October 25, 1995.

  
Arthur F. Mott, Jr., Registered Agent