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RECICAR & STARK, P. A.

ATTORNEYS AT LAW  
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THOMAS S. RECICAR  
CHARLES H. STARK

April 24, 1996

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04/24/96 11:00:11  
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Florida Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Whitestone Foundation, Inc.

Dear Sir or Madam:

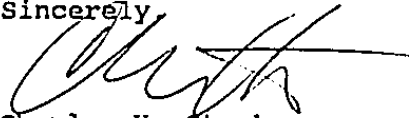
In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. One executed original and one copy of the corporation's Articles of Incorporation;
2. Our check in the total amount of \$70, representing the following:
  - a. \$35.00 filing fee;
  - b. \$35.00 fee for registered agent.

FILED  
9 APR 29 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please have a copy of the filed Articles of Incorporation returned to the undersigned in the enclosed self-addressed, stamped envelope. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Charles H. Stark

CHS/db  
Enclosures

F. CHESSEY MAY 6 1996

ARTICLES OF INCORPORATION  
OF  
WHITESTONE FOUNDATION, INC.

FILED  
96 APR 29 AM 9:37  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant Chapter 617 of to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be WHITESTONE FOUNDATION, INC. and shall have its principal address at 531 Versailles Drive, Suite 200, Maitland, Florida 32751

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The specific purpose of the Corporation shall be to provide and conduct educational courses and seminars for adults.

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

#### PROHIBITED ACTIVITIES

The Foundation shall not allow any expenditure of any part of the net earnings of the Foundation to inure to the benefit of any member, director or officer of the Foundation, (except that reasonable compensation may be paid for services rendered to or for the Foundation effecting one or more of its purposes), nor shall any member, director or officer of the Foundation, or any private individual, be entitled to share in the distribution of any of the Foundation's assets on dissolution of the Foundation, or shall a substantial part of the activities of the Foundation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Foundation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Foundation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Foundation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Foundation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Foundation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Foundation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Foundation 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(a) of the Code.

ARTICLE V

DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Foundation, the assets of the Foundation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provisions of Sections 501(c)(3) of the Code.

ARTICLE VI

MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 531 Versailles Drive, Suite 200, Maitland, Florida 32751, and the initial registered agent of the Corporation at that address shall be William L. Stear. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Mr. William L. Stear  
315 Sweetwater Boulevard North  
Longwood, Florida 32779

Mrs. Kathy S. Stear  
315 Sweetwater Boulevard North  
Longwood, Florida 32779

Ms. Jennie L. Powell  
572 Moonbeam  
Apopka, Florida 32712

Ms. Jamie L. Schaefflein  
1685 Smoketree Circle  
Apopka, Florida 32712

ARTICLE IX

INCORPORATOR

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

William L. Stear  
315 Sweetwater Boulevard North  
Longwood, Florida 32779

ARTICLE X

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

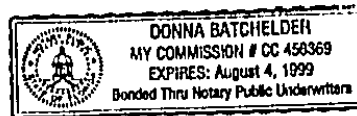
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 24th day of April, 1996.

William L. Stear  
William L. Stear

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William L. Stear, who (check one)  is personally known to me,  produced a valid driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit: \_\_\_\_\_.

Donna Batchelder  
Print Name: Donna Batchelder  
Notary Public - State of Florida  
Commission Number: CC 456369  
My Commission Expires: 08/04/99



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

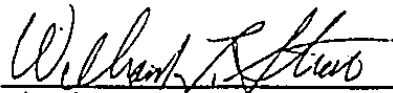
In compliance with Section 48.091, Florida Statutes, the following is submitted:

WHITESTONE FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 531 Versailles Drive, Suite 200, Maitland, Florida 32751, has named and designated William L. Stear as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 24<sup>th</sup> day of April, 1996.

  
William L. Stear, Registered Agent

FILED  
APR 29 AM 9:35  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA