

N96000002584

LAW OFFICES OF
KENNETH B. WHEELER, LL.M. TAX
PROFESSIONAL ASSOCIATION
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789

KENNETH B. WHEELER, LL.M. TAX

(407) 645-1779
FAX (407) 740-8801
EMAIL: COACHWHEEL@AOL.COM

May 1, 1996

Secretary of State
Department of Corporations
STATE OF FLORIDA
The Capital
Tallahassee, Florida 32399

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Re: THE JOHN QUINCY MACHAMER FAMILY FOUNDATION

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Registered Agent in the above-referenced matter.

Also enclosed is our check in the sum of \$122.50 payable to the Secretary of State, representing the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

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-05/08/96--01003--001
****122.50 ****122.50

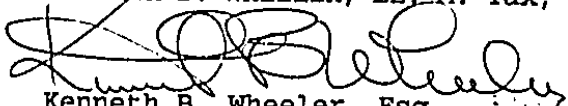
Total: \$122.50

Please file the Certificate Designating Registered Agent. Please file the Articles of Incorporation, certify the copy, and return same to this office. A self-addressed, stamped envelope is enclosed for your convenience.

Contact the undersigned at (407)645-1779 if you have a question in this matter.

Sincerely yours,

KENNETH B. WHEELER, LL. M. Tax, P.A.


Kenneth B. Wheeler, Esq.

KBW/lph
Enc.

FILED
95 MAY -6 AM 9:24
TALLAHASSEE, FLORIDA
D. BROWN MAY 15 1996

LAW OFFICES OF
KENNETH B. WHEELER, LL.M. TAX
PROFESSIONAL ASSOCIATION
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789

KENNETH B. WHEELER, LL.M. TAX

(407) 845-1770
FAX (407) 740-8581
EMAIL: COACHWHEEL@AOL.COM

May 13, 1996

Ms. Doris Brown
Secretary of State
Department of Corporations
STATE OF FLORIDA
The Capital
Tallahassee, FL 32399

EXPRESS MAIL

EFFECTIVE DATE
5-1-96

Re: THE JOHN QUINCY MACHAMER FAMILY FOUNDATION, INC.

Dear Ms. Brown:

Per our conversation today, enclosed please find the following in regard to the above-referenced corporation:

1. Replacement Page 1 with the suffix included in the corporation name.
2. Page 2 with Articles 5 through 8, which were omitted from our first correspondence on May 1, 1996.
3. Certificate Designating Place of Business... with the suffix included in the corporation name.

Please call our office if any further information is needed or if you have questions regarding the enclosed.

Sincerely,

KENNETH B. WHEELER, LL.M. Tax, P.A.

LeNelle P. Hartner

LeNelle P. Hartner, Assistant to
Kenneth B. Wheeler, Esq.

/lph
enclosures

EXPIRATION DATE
5-1-96

FILED
MAY-6 PM 3:24
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE JOHN QUINCY MACHAMER FAMILY FOUNDATION, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a nonprofit corporation pursuant to Chapter 617 of 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 (the "Corporation") shall be THE JOHN QUINCY MACHAMER FAMILY FOUNDATION, INC.
1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

ARTICLE II
Commencement of Corporate Existence

This Corporation shall commence corporate existence upon May 1, 1996, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
Purposes and General Powers

The purposes for which this Corporation is organized are exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

- A. To support the charitable activities of The United Way Charities and similar charitable organizations in Florida.
- B. The exercise of all powers conferred on a corporation organized under the Florida Nonprofit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

ARTICLE IV
Members

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the By-Laws. This Corporation is organized upon a membership (non-stock) basis and

shall not issue shares of stock.

ARTICLE V
Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 1155 Louisiana Avenue Suite 100 Winter Park, Florida, and the initial registered agent of the Corporation at that address shall be KENNETH B. WHEELER, Esq. 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 VI
Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors of the Corporation shall be specified, from time to time, by the By-Laws provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

JOHN QUINCY MACHAMER
7776 Fisher Island Drive
Miami, Florida 33109

MICHAEL MELDEAU
M.Y. "Temptation" 1 Fisher Island Drive
Miami, Florida 33109

DAVID GRAHAM, CPA
350 East Pine Street
Orlando, Florida 32801

ARTICLE VII
Incorporators

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

JOHN QUINCY MACHAMER
1 Fisher Island Drive
Miami, Florida 33109

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
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 members is subject to this reservation.

ARTICLE X
Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the 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 Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. More specifically, the Corporation shall comply with Sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XI
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed

ARTICLE IX
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 members is subject to this reservation.

ARTICLE X
Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the 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 Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code. More specifically, the Corporation shall comply with Sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XI
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed

of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

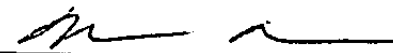
IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 30th day of April, 1996.


JOHN QUINCY MACHAMER

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared JOHN QUINCY MACHAMER who presented a Florida Driver's License as identification (who is personally known to me) and who acknowledged before me having executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of April, 1996.



Notary Public
State of Florida




APR 11 1996
9:11 AM
617-5 11 9:24
617-5 11 9:24

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 617.0501, Florida Statutes, the following is submitted:

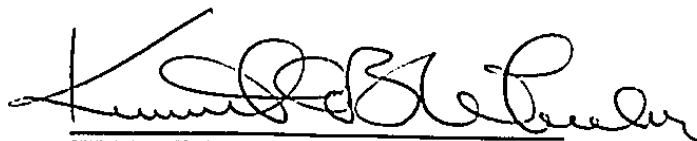
THE JOHN QUINCY MACHAMER FAMILY FOUNDATION (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated KENNETH B. WHEELER, Esq., as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1155 Louisiana Avenue Suite 100 Winter Park, Florida 32789


KENNETH B. WHEELER
Incorporator

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30 day of April, 1996.


KENNETH B. WHEELER, Esq.
Registered Agent

N96000002584

KENNETH B. WHEELER, LL.M. TAX

PROFESSIONAL ASSOCIATION
155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789

KENNETH B. WHEELER, LL.M. TAX

August 17, 1993

(407) 645-1779
FAX (407) 740-5501
EMAIL COACHWHEEL@aol.com

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

300001954113
09/24/96-01024-017
*****35.00 *****35.00

RE: Amendment to Articles of Incorporation to the
The John Quincy Machamer Family Foundation, Inc.
Document Number P96000002584

Dear Sir or Madam:

Enclosed please find the Articles of Amendment of the Articles of
Incorporation of The John Quincy Machamer Family Foundation, Inc.

Please file this document and return a conformed copy to our
office. Our firm check in the amount of \$35 is attached for the
required fees.

Please call our office if you have any questions.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.


Kenneth B. Wheeler, Esq.

KBW/cw
Encls.

cc: Mr. Michael Meldeau

50/37

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

THE JOHN QUINCY MACHAMER FAMILY FOUNDATION, INC.

Pursuant to the provisions of Chapter 617.1002, Florida Statutes, THE JOHN QUINCY MACHAMER FAMILY FOUNDATION, INC. ("Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III
Purposes and General Powers

The purposes for which this Corporation is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECOND: Article IV of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE IV
Members

The corporation shall not have members and shall not issue shares of stock. The corporation shall be managed by the Board of Trustees which shall be self perpetuating.

THIRD: Article IX of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE IX
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

FOURTH: Article X of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE X
Restrictions and Interpretation

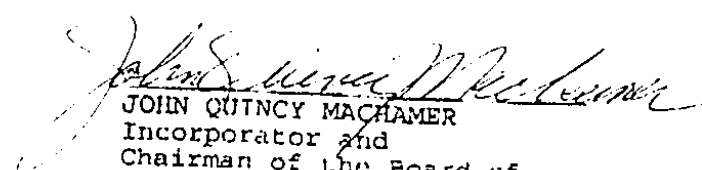
Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. More specifically, the Corporation shall comply with Sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

FIFTH: The amendment was adopted by the Board of Directors on September 5, 1996, because no members were appointed. There are no members entitled to vote on the proposed amendments.


JOHN QUINCY MACHAMER
Incorporator and
Chairman of the Board of
Directors