

N9600002992

1201 HAYS STREET
TALLAHASSEE, FL 32307
904-203-0100 FAX

800-342-8087



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 970679 81009A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 30, 1996

ORDER TIME : 11:37 AM

ORDER NO. : 970679

CUSTOMER NO: 81009A

CUSTOMER: Paul G. Schlichte
RAY A. SCHLICHT, JR., ESQ

2134 Hollywood Boulevard
Hollywood, FL 33020

70000186398
-06/14/96--010332-008
****122.50 ****122.50

FILED STATE
SECRETARY OF CORPORATION
96 MAY 30 PM 1:03

File #2

DOMESTIC FILING

Please file Second

NAME: THE MCNICHOLAS FOUNDATION,
INC.

EFFECTIVE DATE:

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: Jennifer Moran

EXAMINER'S INITIALS: *Jf 6/6/96*

2295.671
W96-11490

RECEIVED
96 MAY 30 PM 2:12
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 30 PM 1:29

May 30, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE MCNICHOLAS FOUNDATION, INC.
Ref. Number: W96000011490

We have received your document for THE MCNICHOLAS FOUNDATION, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00027110

DIVISION OF CORPORATIONS

96 JUN -6 PM 11:17

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RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

THE MCNICHOLAS FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 PM 1:29

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is THE MCNICHOLAS FOUNDATION, INC.

ARTICLE II. - NATURE OF BUSINESS

The specific purpose(s) for which the corporation is organized is (are) for a not for profit charitable organization.

ARTICLE III. - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

712 NW 186th Drive
Miami, Florida 33169

The Board of Directors may, from time to time, move the principal office to another location in the State of Florida.

ARTICLE IV. - DIRECTORS

This corporation shall have not less than one director.

ARTICLE V. - INITIAL DIRECTORS

The names, titles, and addresses of the first Board of Directors are:

NAME	TITLE	ADDRESS
PATRICK MCNICHOLAS	Director/President	712 NW 186th Drive Miami, FL 33169
MARY SLUGGETT	Secretary/Treasurer Director	712 NW 186th Drive Miami, FL 33169
Paul G. Schlichte	Director	2134 Hollywood Boulevard Hollywood, Florida 33020

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE VI. - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes unless limited are as follows:

ARTICLE VII. - REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is: PAUL G. SCHLICHTE

The address of the Registered Agent is:

2134 Hollywood Boulevard
Hollywood, FL 33020

ARTICLE VIII. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator:

PAUL G. SCHLICHTE, ESQ.
2134 Hollywood Boulevard
Hollywood, Florida 33020

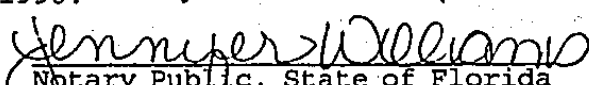
The undersigned incorporator has executed these Articles of Incorporation this 29 day of May, 1996.


PAUL G. SCHLICHTE, ESQ.

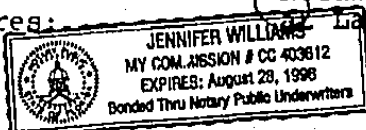
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared PAUL G. SCHLICHTE, to me known to be the person described as a Subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of May, 1996.


Notary Public, State of Florida


My Commission Expires:



ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for THE MCNICHOLAS FOUNDATION, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 29 day of May, 1996.


PAUL G. SCHLICHTE

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SECRETARY OF STATE
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96 MAY 30 PM 1:29