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July 3, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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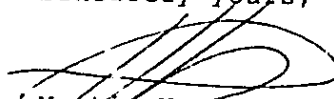
Re: MOORINGS PARK FOUNDATION, INC.
Our File No. 13/491/1

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,


Martin V. Katz

MVK/lmf/9827Z
Enclosures

FILED
95 JUL -5 AM 8:07
STATE OF FLORIDA
TALLAHASSEE

7-9-96
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ARTICLES OF INCORPORATION

FILED

OF

96 JUL -5 AM 8:07

MOORINGS PARK FOUNDATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be MOORINGS PARK FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 120 Moorings Park Drive, Naples, Flor'da 33942.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

The sole member of this Corporation shall be The Moorings, Incorporated, or its successors.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 120 Moorings Park Drive, Naples, Florida 33942, and the name of the initial registered agent of this Corporation located at such address is Guenther Gosch.

ARTICLE VII

Board of Directors

This Corporation shall have eleven (11) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Mr. Vincent W. Abrahamson
102 Moorings Park Drive
E-304
Naples, FL 33942

Mr. Guenther Gosch
120 Moorings Park Drive
Naples, FL 33942

Mrs. Georgette L. Hall
114 Moorings Park Drive
A-510
Naples, FL 33942

Mr. James L. Martin
120 Moorings Park Drive
Naples, FL 33942

Mr. Les Pankonin
122 Moorings Park Drive
G-802
Naples, FL 33942

Dr. Michael Petti
104 Moorings Park Drive
D-304
Naples, FL 33942

Mr. John Parish
122 Moorings Park Drive
G-607
Naples, FL 33942

Mr. Glenn Stites
120 Moorings Park Drive
Naples, FL 33942

Mr. Richard L. Terrell
122 Moorings Park Drive
G-304
Naples, FL 33942

Dr. Charles S. Webster
114 Moorings Park Drive
A-501
Naples, FL 33942

James E. Adamowicz
120 Moorings Park Drive
Naples, FL 33942-2188

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the

affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.


ARTICLE XI

Incorporator

The name and address of the incorporator of this Corporation is:

Mr. Guenther Gosch
120 Moorings Park Drive
Naples, FL 33942.

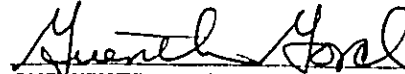
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 2 day of July, 1996.


GUENTHER GOSCH

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

THAT MOORINGS PARK FOUNDATION, INC. DESIRING TO ORGANIZE
OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 120
MOORINGS PARK DRIVE, NAPLES, FLORIDA 33942 HAS NAMED GUENTHER
GOSCH LOCATED AT 120 MOORINGS PARK DRIVE, NAPLES, FLORIDA 33942,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
CORPORATION WITHIN THE STATE OF FLORIDA.



GUENTHER GOSCH, Incorporator

July 2, 1996

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this
Certificate, I hereby accept the responsibility to act in this
capacity, and agree to comply with the provisions of Florida
Statutes relative to keeping open said office and further accept
the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 2 day of July, 1996.

By: 
GUENTHER GOSCH, Registered Agent

Examiner's	
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MOORINGS PARK FOUNDATION, INC.

FILED

97 OCT 22 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.1001, 617.1002, and 617.1003, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

FIRST: ARTICLE IV of said Articles of Incorporation is revoked and deleted, and the following new ARTICLE IV is substituted in its place:

ARTICLE IV

No Voting Membership

Members of the Corporation are not entitled to vote except as conferred by an amendment to these Articles or any future provision of the Bylaws of the Corporation. Members of the Corporation shall not have any vested right, interest, or privilege of, in, or, to the assets, functions, affairs, or franchises of the Corporation.

SECOND: ARTICLES VIII and IX of said Articles of Incorporation are revoked and deleted, and the following new ARTICLES VIII and IX are substituted in their place:

ARTICLE VIII

Bylaws

The Bylaws of the Corporation may be amended by a vote of a majority of Directors of the Corporation then in office.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles may be amended by a vote of a majority of Directors of the Corporation then in office.

THIRD: This Amendment was adopted on 4/23/97.

FOURTH: This Amendment was adopted by the sole current member of the Corporation and by a majority of the Directors of the Corporation then in office.

Dated: April 23, 1997

MOORINGS PARK FOUNDATION, INC.

By: Richard L. Terrell
RICHARD L. TERRELL
President