



# THE COMPANY CORPORATION

111 N. Market Street • Wilmington, Delaware 19801-1111 • Telephone 302-575-0440 • Fax 302-575-1346

August 9, 1996

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/21/96--01058--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: GRASSROOTS AMERICA INC  
P3343322GRFRI

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for GRASSROOTS AMERICA INC

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras  
Non-Delaware Filings

enc.

NC AUG 22 1996

ARTICLES OF INCORPORATION  
of  
GRASSROOTS AMERICA INC.  
A Non-Stock, Non-Profit Corporation

- I. The name of the corporation is GRASSROOTS AMERICA INC.
- II. Its registered office in the State of Florida is located at 200 A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The registered agent in charge thereof is Larry Wolfe.
- III. The address of the principal office of the corporation and mailing address is 22188 Verbena Way, Boca Raton, FL 33433.
- IV. This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the state of Florida. The corporation shall provide research, education, and communication concerning the principals of democracy, freedom, and family values as they impact on the United States and societies worldwide. To create organize and implement programming, events and educational material, and to create a communications infrastructure to further these goals.

Said corporation is organized exclusively for charitable, religious, education, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- V. The manner of election of directors shall be identified in the by-laws.
- VI. The name and mailing address of the incorporator is:

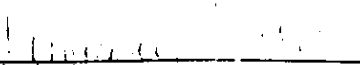
Kimberly Andras c/o The Company Corporation, 1313 N. Market St.,  
Wilmington DE 19801

- VII. 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 Three hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) 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.

- VIII. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 such designated purposes.
- IX. The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Dated: August 6, 1996

  
\_\_\_\_\_  
Kimberly Andras

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this                     GUMSSROOTS AMERICA INC.                     desiring to  
organize under the laws of the state of Florida with its principal place of business located in the  
city of           Boca Raton                    , State of Florida, has named Larry Wolfe  
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of  
process within Florida.

Having been named to accept service of process for the above stated 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 relative to the proper and complete performance of my  
duties.

  
\_\_\_\_\_  
Larry Wolfe

August 8, 1996  
\_\_\_\_\_  
Date