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12/12/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FISHER & SAULS, P.A.  
CONTACT: HEIDI S LLOYD  
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NAME: THE GALBRAITH FOUNDATION, INC.  
AUDIT NUMBER.....H96000017445  
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION  
CERT. OF STATUS..0 PAGES..... 6  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1996

FISHER & SAULS, P.A.

SUBJECT: THE GALBRAITH FOUNDATION, INC.  
REF: W96000026225

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 97-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H96000017445  
Letter Number: 096A00055749

- FIRST PAGE and Reg. Agent  
acceptance modified.

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ARTICLES OF INCORPORATION  
OF  
THE GALBRAITH FOUNDATION, INC.

FILED  
DEC 13 PM 11 57  
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated pursuant to the Florida Not For Profit Corporation Act, agrees to become the incorporator of the corporation as herein set forth, and hereby certifies:

FIRST: The name of the corporation is: THE GALBRAITH FOUNDATION, INC. (the "Corporation") and its principal office or mailing address is One Beach Drive, #1802, St. Petersburg, Florida 33701.

SECOND: The registered office of the Corporation is to be located at 100-2nd Avenue So., Suite 701, St. Petersburg, FL 33701. The name of the registered agent at that address is Fisher & Sauls, P.A.

THIRD: The Corporation is organized and is to be operated exclusively to carry out religious, charitable, scientific, literary and educational purposes, as such terms are defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law, including, without limitation, the making of distributions to organizations (a) that qualify as exempt organizations under Section 501(c)(3) of such Code; (b) that contribute to the community and do not already receive significant public or governmental funding; (c) that provide education and training and encourage individuals to support and take responsibility for themselves, their lives and their families; (d) that do not condone reliance on welfare; and (e) that adhere to the principles of a capitalistic or free market society.

Robert Kapusta, Jr., Esq.  
FBN 441538  
Fisher & Sauls, P.A.  
P.O. Box 387, St. Petersburg FL 33731  
813/822-2033

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The Articles of Incorporation shall never be construed or amended to permit the Corporation to make distributions to organizations or for purposes which diverge from the purposes stated in this Article THIRD.

FOURTH: The Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including but without limitation thereon, to solicit and receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the purposes set forth in Article THIRD hereof.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors or officers or to private individuals, but 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 THIRD hereof. 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 authorized by Section 501(h) of the Code and provided the Corporation has made the appropriate election under that section), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, 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 Code; (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code; or (c) by a corporation organized under Chapter 617 of the Florida Statutes.

**SIXTH:** It is intended that the Corporation shall be a private foundation within the meaning of Sections 509 and 4942(j)(3) of the Code, or the corresponding provision of any future United States internal revenue law, and the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;
2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;
3. Making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

**SEVENTH:** Corporate existence shall commence on the date of filing of these Articles of Incorporation. The Corporation shall have perpetual existence.

**EIGHTH:** In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any other private individual, and the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, as described in Article THIRD hereof, in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section

501(c)(3) and either of Sections 509(a)(1) or 509(a)(2) of the Code, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

NINTH: The Corporation shall not have or issue shares of stock or pay dividends. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, Florida state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of the Members and the election and qualification of their successors are as follows:

<u>Name</u>	<u>Address</u>
John Wm. Galbraith	One Beach Drive, #1802 St. Petersburg, Florida 33701
Rosemary Patricia Galbraith	One Beach Drive, #1802 St. Petersburg, Florida 33701
Rachel Leah Galbraith Watson	2362 Glen Echo Farm Charlottesville, Virginia 22911
Rebecca Louise Galbraith	2561 November Hill Farm Keswick, Virginia 22947

Thereafter, the Board of Directors shall be elected in the manner provided for in the Bylaws.

The Board of Directors may be increased or decreased as provided in the Bylaws but in no event shall the number of Directors be less than three (3).

TENTH: The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
John Wm. Galbraith	One Beach Drive, #1802 St. Petersburg, Florida 33701

ELEVENTH: A majority vote of the full Board of Directors of the Corporation and a unanimous vote of all of the Members of the Corporation shall be required to authorize any amendments to these Articles of Incorporation or the dissolution of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 11th day of December, 1996.

  
 \_\_\_\_\_  
 John Wm. Galbraith, Incorporator

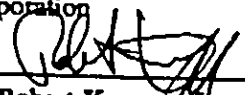
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, Fisher & sauls, P.A. hereby agrees to act in this capacity and Fisher & Sauls, P.A. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED this 13th day of December, 1996.

FISHER & SAULS, P.A., a Florida corporation

By:   
Robert Kupusta, Jr., as its Secretary

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