

N96000006401

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Seaforth Foundation, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

500002030296-8
 12/17/96-01033-004
 ***122.50 ***122.50

RECEIVED
 SECRETARY
 TALLAHASSEE, FLORIDA
 96 DEC 17 AM 9:43
 FILED

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 12/17
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 JK

JK
12/17

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

SEAFORTH FOUNDATION, INC.

FILED
96 DEC 17 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under Section 617.013 of the Florida Statutes, and for this purpose, I hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be SEAFORTH FOUNDATION, INC.

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence shall begin when the corporation is filed with the Secretary of State.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are:

(a) To provide a organization which will (1) assist in matching mentors with deserving at risk children (2) be an organization, contributions to which are deductible as charitable contributions to achieve the purposes of this organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(b) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501 (c) (3) or corresponding provisions of any subsequent federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (b) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d) retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. DIRECTORS

(a) The initial registered office of the corporation is to be located at 1133 Fourth St., Suite 310, Sarasota, FL 34236 and initial resident agent is Sally Lucke.

(b) The initial directors of the corporation until the first annual meeting are as follows:

Robert J. Mignone, M.D.
Gulf Coast Health Services, Inc.
1235 Second Street
Sarasota, Florida 34236

Sally Ruth Lucke, Director
5033 Oxford Drive
Sarasota, Florida 34242

Walter Marks, Phd.
13700 Lake Point Court
Port Charlotte, Florida 33953

The Board of Directors shall not be less than three, nor more than five members. The manner in which the directors are elected are contained in the bylaws.

ARTICLE V. POWERS

This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation including but not limited to the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and not enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

ARTICLE VI. SUBSCRIBERS

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

Sally Lucke, 1133 Fourth St., Suite 310, Sarasota, FL 34236.

ARTICLE VII. OFFICERS

The affairs of the corporation shall be conducted and managed by a President, one or more Vice Presidents, a Secretary and a Treasurer, who will be elected annually in accordance with the By-Laws of the corporation. These officers will be elected at the first annual meeting of the corporation.

ARTICLE VIII. BY-LAWS

The By-Laws of the corporation are to be made and adopted by the original incorporators and may be altered or rescinded by two-thirds of the Directors.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation of the corporation may be amended by the affirmative vote of two-thirds majority of the Board of Directors of the corporation present and voting at any regular meeting called for that purpose.

ARTICLE X. LIMITATIONS

A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator has hereunto set her hand and seal this 11th day of December, 1996.

Sally Lucke
Sally Lucke

STATE OF FLORIDA
COUNTY OF S. SASKAHOKE

Before me, a Notary Public, duly authorized in the state and county named above, to take acknowledgments, personally appeared Sally Lucke, to me known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed these Articles of Incorporation.

I.D. shown Florida Drivers license.

WITNESS my hand and official seal in the county and state name above this 11 day of December, 1996.

Mary Anne Baily
Notary Public *MARY ANNE BAILY*

My Commission expires:



MARY ANNE BAILY
My Commission CC322303
Expires Oct. 26, 1997
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.034, of Florida Statutes, the following,
is submitted in compliance with said Act:

FIRST --- That SEAFORTH FOUNDATION, INC., with its principal
office at 1133 Fourth St., Suite 310, Sarasota, FL 34236, has named Sally
Lucke as its Registered Agent to accept services of process within this
State.

DIRECTORS:

The business of this corporation shall be managed by its Board of
Directors:

Robert J. Mignone, M.D.
Gulf Coast Health Services, Inc.
1235 Second Street
Sarasota, Florida 34236

Sally Ruth Lucke, Director
5033 Oxford Drive
Sarasota, Florida 34242

Walter Marks, Phd.
13700 Lake Point Court
Port Charlotte, Florida 33953

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.


Registered Agent

FILED
96 DEC 17 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA