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SQUIRES BUILDING - SUITE [illegible]
721 U.S. HIGHWAY [illegible]
NORTH PALM BEACH, FL [illegible]
[illegible]-1988

N96000006598

December 20, 1996

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: SNUG HARBOR FOUNDATION, INC.

Ladies and Gentlemen:

Enclosed are an original and a copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Department of State in the amount of $122.50, in payment of the following:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
Total	$122.50

EFFECTIVE DATE 12-20-96

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

Patricia A. Cote
Legal Assistant to
Marvin A. Kirsner

Enclosures

12/23

FILED
96 DEC 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 DEC 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SNUG HARBOR FOUNDATION, INC.,
a Florida Corporation not for profit

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "SNUG HARBOR FOUNDATION, INC." hereinafter referred to as the "CORPORATION."

ARTICLE II - ADDRESS

EFFECTIVE DATE 12-20-96

The principal office of the CORPORATION shall be:

103 Schooner Lane
Jupiter, Florida 33477

The mailing address of the CORPORATION shall be:

103 Schooner Lane
Jupiter, Florida 33477

ARTICLE III - PURPOSE

The purposes for which the CORPORATION is organized are exclusively as follows:

1. To operate exclusively as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

2. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - SCOPE OF ACTIVITY

Except as otherwise provided herein, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder, as the same now exist or as they may be hereinafter amended, or corresponding provisions of any future federal tax laws.

ARTICLE V - RESTRICTIONS ON ACTIVITY

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, which is exempt from taxation under § 501(a) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, or by an organization described under § 170(c)(2) of the

Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, to which contributions are deductible under § 170(a) of the Internal Revenue Code of 1986 and Regulations thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - MEMBERS

1. The CORPORATION shall have one class of members.

2. Each member must be a natural person who is eighteen years of age or older or

3. The BYLAWS may establish additional qualifications for members.

4. The initial member shall be MARK PONCY.

5. The CORPORATION shall issue one certificate of membership to each member.

6. Each member shall be entitled to one vote.

7. The BYLAWS shall provide for an annual meeting of the members of the CORPORATION and shall make provision for special meetings.

ARTICLE VII - TERM OF EXISTENCE

The CORPORATION shall have perpetual existence, commencing on December 20, 1996.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

Mark Poncy
103 Schooner Lane
Jupiter, Florida 33477

ARTICLE IX - DIRECTORS

1. The property, business, and affairs of the CORPORATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3)

directors. Directors are not required to be members of the CORPORATION.

2. All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members.

3. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Mark Poncy	103 Schooner Lane Jupiter, FL 33477
Jack Scarola	2139 Palm Beach Lakes Boulevard West Palm Beach, FL 33409
Rene Webster	5029 Sesame Street Palm Beach Gardens, FL 33418

4. The chairperson of the Board shall be elected by the Board of Directors.

ARTICLE X - OFFICERS

The officers of the CORPORATION shall be a president, vice president, secretary, treasurer, and such other officers as the BOARD may from time to time by resolution create. The officers shall be appointed by and serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors or members in the manner provided by the BYLAWS.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority vote of the members.

ARTICLE XIII - DISSOLUTION

In the event of dissolution or final liquidation of the CORPORATION, the net assets, both real and personal, of the CORPORATION shall be distributed by the Board of Directors to one or more organizations described in section 170(b)(1)(A) (other than

in clauses (vii) and (viii)) of the Internal Revenue Code, each of which has been in existence and so described for a continuous period of at least sixty (60) months immediately preceding such distribution. Such an organization or organizations shall be devoted to purposes as nearly as practicable the same as those to which the CORPORATION is devoted. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations described in the preceding sentence, as said court shall determine.

ARTICLE XIV - INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the CORPORATION shall be at 103 Schooner Lane, Jupiter, Florida 33477. The initial registered agent of the CORPORATION who shall be at that address is MARK PONCY.

WHEREFORE, pursuant to section 617.01211, Florida Statutes, the undersigned has executed these ARTICLES on this 20th day of December, 1996.

MARK PONCY, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by Mark Poncy, who is personally known to me [or has produced Florida driver's license as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or stamped)

OFFICIAL NOTARY SEAL
PATRICIA A COTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC[illegible]
MY COMMISSION EXP. APR. 14,1997

(Title or rank (serial number, if any)

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST -- That SNUG HARBOR FOUNDATION, INC. desiring to organize a not for profit corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jupiter, County of Palm Beach, State of Florida, has named MARK PONCY, as Registered Agent, who may be served at the registered office located at 103 Schooner Lane, City of Jupiter, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.

MARK PONCY

FILED
96 DEC 23 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Patty\ArtofInc.SHF