

LAW OFFICE
P. KENT LeBLANC, P.A.
A PROFESSIONAL ASSOCIATION

3210 N. WICKHAM ROAD, SUITE 2
MELBOURNE, FLORIDA 32935

TELEPHONE: (407) 253-1434
FACSIMILE: (407) 259-5535

October 22, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002332062--3
-10/29/97--01006--016
****131.25 ****131.25

Re: The Frank M. Wolfe Foundation

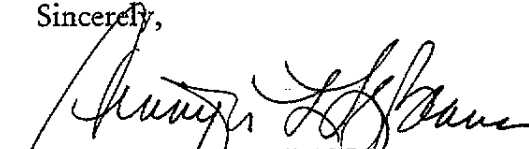
EFFECTIVE DATE
11-20-97

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced along with our check in the amount of \$131.25. Please provide to my office a certified copy of the articles of incorporation along with the filing certificate.

Please feel free to contact me should you need any additional information regarding this matter.

Sincerely,


JENNIFER L. LeBLANC
Real Estate Paralegal

/tew
Enclosures

FILED
97 NOV 22 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002332062
10/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1997

P. KENT LEBLANC, P.A.
3210 N. WICKHAM ROAD
SUITE 2
MELBOURNE, FL 32935

SUBJECT: THE FRANK M. WOLFE FOUNDATION
Ref. Number: W97000024681

We have received your document for THE FRANK M. WOLFE FOUNDATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 397A00052644

ARTICLES OF INCORPORATION
OF
THE FRANK M. WOLFE FOUNDATION, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a non profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
11-20-97

ARTICLE I

The name of this non profit corporation is THE FRANK M. WOLFE FOUNDATION, INC.

ARTICLE II

The purposes for which this corporation is organized and operated shall be exclusively for those purposes described in Section 501 (C) (3) of the Internal Revenue Code, including but not limited to any and all philanthropic and charitable purposes. In carrying out such objectives, this corporation shall have the power to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other organizations organized and operated exclusively for charitable purposes; provided, however, said powers and

authorities shall be exercised only in furtherance of charitable and philanthropic pursuits.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

This corporation is to exist perpetually commencing November 20, 1997.

ARTICLE V

The affairs of this Foundation shall be managed by the Board of Trustees and, subject to the control of said Board, by the officers of this Foundation. The officers of this Foundation shall initially be a President and a Treasurer. In addition, the Board of Trustees may elect or appoint one or more Vice Presidents or Assistant Vice Presidents and one or more Secretaries or Assistant Secretaries and Assistant Treasurers. Members of the Board of Trustees and officers shall be elected or appointed, as prescribed from time to time by the Bylaws, annually on or before September of each year. The names of the initial officers of the Foundation who are to serve until the first election or appointment under the Articles of Incorporation shall be:

President: FRANK M. WOLFE

Treasurer: FRANK M. WOLFE

ARTICLE VI

The number of trustees constituting the initial Board of Trustees shall be five (5) and the names and addresses of the individuals who are to serve as trustees until the first election or appointment under the Articles of Incorporation shall be:

FRANK M. WOLFE
P.O. Box #410883
Melbourne, Florida 32941-0883

JENNIFER L. LeBLANC
P.O. Box #410883
Melbourne, Florida 32941-0883

MARIA MEDINA
P.O. Box 321299
Cocoa Beach, Florida 32932-1299

ROBERT A. BAUGHER
180 Pinellas Lane
Cocoa Beach, Florida 32931

JAMES A. STRICKLAND
1430 Holiday Blvd.
Merritt Island, Florida 32952

The number, qualifications and method of selection of Trustees shall be as prescribed from time to time by the Bylaws.

ARTICLE VIII

The Board of Trustees shall have the exclusive power to adopt, alter or rescind Bylaws and to propose and adopt amendments to these Articles of Incorporation in the

manner prescribed from time to time by the Bylaws; provided, however, that any such action shall be consistent with the purposes for which this Foundation is organized.

ARTICLE IX

No part of the income or principal of this Foundation shall inure to the benefit of any private person or individual, including any member, trustee or officer of this Foundation. No part of the activities of this Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This Foundation shall not engage in any transaction defined as prohibited under Section 503 of the Internal Revenue Code. In the event of the termination of this foundation for any reason whatsoever, all of its remaining assets, after payment of any valid claims against it, shall be paid over to organizations which are described in Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision hereof, this Foundation shall conduct or carry on only activities which are permitted to be conducted or carried on by and organization (1) exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code; (2) contributions to which are deductible from the taxable income of the donor under Section 170 (C) (2) of the Internal Revenue Code; (3) gifts to which are deductible for federal gift tax purposes under Section 2522 (a) (2) of the Internal Revenue Code; and (4) testamentary dispositions to which are deductible for

federal estate tax purposes under Section 2055 (a) of the Internal Revenue Code. Any reference in these Articles of Incorporation to any section of the Internal Revenue Code shall be deemed to mean such section as it now exists or as it may hereafter be amended, supplemented or superseded.

ARTICLE X

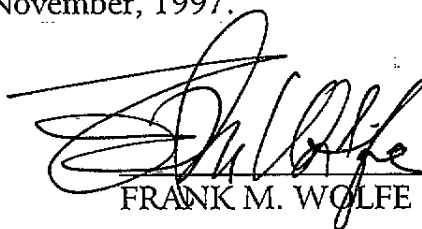
The office of this corporation shall be 505 N. Orlando Avenue, 3rd Floor, Cocoa Beach, Florida 32931, and the registered agent of this corporation shall be FRANK M. WOLFE.

ARTICLE XI

The initial subscriber to these Articles of Incorporation and his residence address are as follows:

FRANK M. WOLFE
505 North Orlando Avenue
Cocoa Beach, Florida 32931

IN WITNESS WHEREOF, the undersigned subscriber has, pursuant to Chapter 617, Florida Statutes, executed these Articles of Incorporation for a non-profit corporation, this 18th day of November, 1997.

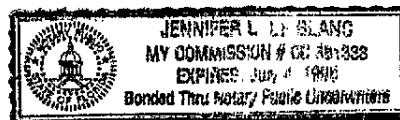

FRANK M. WOLFE

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

BEFORE ME, personally appeared FRANK M. WOLFE, who being first duly sworn and personally known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 18th day of November, 1997.


Notary Public
My Commission Expires:



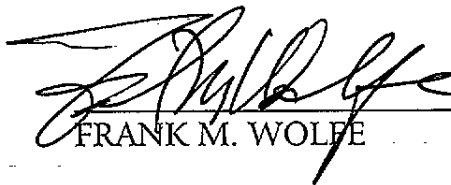
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of sections 607.0501 or 617.0501, Florida Statutes, and Chapter 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE FRANK M. WOLFE FOUNDATION, INC.

2. The name and address of the registered agent and office is: FRANK M. WOLFE, 505 N. ORLANDO AVENUE, 3RD FLOOR, COCOA BEACH, FLORIDA, 32931. HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: November 18th, 1997.


FRANK M. WOLFE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA