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ACCOUNT NO. : 072100000032

REFERENCE : 651467 7142191

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1997

ORDER TIME : 2:50 PM

ORDER NO. : 651467-005

CUSTOMER NO: 7142191

CUSTOMER: Ms. Elizabeth K. Martin
ELIZABETH KNOTT MARTIN

112 Lucina Drive

Lake Worth, FL 33462

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-12/30/97-01001-014
****122.50 ****122.50

DOMESTIC FILING

NAME: THE JAMES R. KNOTT CHARITABLE
FOUNDATION FOR HISTORIC
PRESERVATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 AM 8:21

12-30-97
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 DEC 29 AM 8:21

ARTICLES OF INCORPORATION

OF

THE JAMES R. KNOTT CHARITABLE FOUNDATION
FOR HISTORIC PRESERVATION, INC.

(A Corporation not for profit)

We, the undersigned, all of whom are citizens of the United States of America, desiring to form a corporation not for profit for the purposes hereinafter stated, do, under the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe and establish these Articles of Incorporation as follow:

ARTICLE I

Name

The name of the corporation not for profit shall be THE JAMES R. KNOTT CHARITABLE FOUNDATION FOR HISTORIC PRESERVATION, INC.

ARTICLE II

Duration of Existence

This corporation shall have perpetual existence. However, this corporation not for profit may be sooner dissolved upon the final accomplishment of the purposes for which it is organized or from the exhaustion of its assets, in accordance with the methods and procedures provided by law. The date and time of the commencement of the corporate existence of this corporation shall be the date and time of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III

Purposes For Which Organized

The purposes for which this Corporation is organized are in general for charitable, educational, historical, civic, patriotic and cultural purposes. In particular, this Corporation shall support and benefit the Knott House Museum, 301 Park Avenue, Tallahassee, Florida, and the Historical Society of Palm Beach County, Florida.

ARTICLE IV

Manner of Electing Directors

The Directors of this Corporation shall be elected for a term of one (1) year. Such terms may either be staggered or coincident. Election of Directors shall be held at the Annual Meeting of this Corporation in the manner and particulars and on the dates and times to be set forth in the By-Laws of this Corporation.

ARTICLE V

Initial Board of Directors

The initial Board of Directors shall consist of three (3) Directors. The names and addresses of the persons who are to serve as such initial directors are as follow:

JAMES R. KNOTT
3800 Washington Road
West Palm Beach, FL 33405

ELIZABETH KNOTT MARTIN
112 Lucina Drive
Hypoluxo, FL 33462

REGINALD J. STAMBAUGH, M.D.
2707 North Flagler Drive
West Palm Beach, FL 33407

NANCY DOBSON
2227 Ruadh Drive
Tallahassee, FL 32302

ARTICLE V

Initial Registered Office and Name of Initial Registered Agent

The initial registered office of this Corporation shall be 112 Lucina Drive, Hypoluxo, Florida 33462. The name of the initial Registered Agent at that address shall be ELIZABETH KNOTT MARTIN.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators of this Corporation are as follow:

JAMES R. KNOTT
3800 Washington Road
West Palm Beach, FL 33405

ELIZABETH KNOTT MARTIN
112 Lucina Drive
Hypoluxo, FL 33462

NANCY DOBSON
2227 Rusdh Drive
Tallahassee, FL 32302

REGINALD J. STAMBAUGH, M.D.
2707 North Flagler Drive
West Palm Beach, FL 33407

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of four (4) Directors. The names and addresses of the individuals who are to serve as such initial directors are as follow:

JAMES R. KNOTT
3800 Washington Road
West Palm Beach, FL 33405

ELIZABETH KNOTT MARTIN
112 Lucina Drive
Hypoluxo, FL 33462

NANCY DOBSON
2227 Rusdh Drive
Tallahassee, FL 32302

REGINALD J. STAMBAUGH, M.D.
2707 North Flagler Drive
West Palm Beach, FL 33407

ARTICLE VIII

Qualification of Members And Manner of Their Admission

The incorporators named herein shall be the initial members of this Corporation and shall be known as Charter Members. The By-Laws of this Corporation as hereinafter adopted and amended from time-to-time shall set forth any qualifications required for membership in this Corporation. Generally, however, it is the intent of this corporation that members shall be persons who are interested in discovering, procuring and preserving such information, historical data, facts and objects as may relate to the history of the State of Florida in general and in particular so many of the items as shall relate to the Knott House Museum in Tallahassee, Florida, and the Historical Society of Palm Beach County, Florida.

ARTICLE IX

Officers

The names of the officers who are to manage all the affairs of the Corporation, under the supervision of the Board of Directors, until the first election of officers under the provisions of these Articles of Incorporation and the By-Laws of this Corporation as hereinafter adopted are as follow:

JAMES R. KNOTT
Address stated above
President

ELIZABETH KNOTT MARTIN
Address stated above
Vice President

NANCY DOBSON
Address stated above
Secretary

REGINALD J. STAMBAUGH, M.D.
Address stated above
Treasurer

Additionally, the By-Laws of this Corporation as adopted and as amended from time to time may create the office of additional officers such as additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers, provided, however, that no one person may hold the offices of President and Secretary at the same time. The Florida Directors shall elect annually, to manage the affairs of this Corporation, subject to the control of the Board of Directors, the following officers: a President, a Vice President, a Secretary and a Treasurer, and additionally, any other officers such as additional Vice Presidents, Assistant Treasurers, and Assistant Secretaries, if and when the By-Laws shall provide for such additional officers. The officers may be members of the Board of Directors of this Corporation. Each of such officers shall hold office until the next annual meeting and election, or until his or her successor is chosen and qualified.

ARTICLE X

BY-LAWS

The initial Board of Directors of this Corporation may adopt such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as may be necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors who shall be present at any regular meeting, or at any special meeting called and held after due notice for that purpose.

ARTICLE XI

Amendments to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the membership of the Corporation, upon due notice given, for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a favorable vote of a majority of those present and voting.

ARTICLE XII

Earnings and Assets

Section 1. No part of the net earnings or receipts of this Corporation, if any, shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes for which this Corporation is organized.

Section 2. This Corporation is formed without capital stock and no pecuniary benefit shall ever be derived hereunder and no profit made by this Corporation or any of its members. All right, title or interest of each member of this Corporation in the estate, earnings and property

belonging to this Corporation shall cease when each such member ceases to be a member of this Corporation.

Section 3. Upon dissolution of this Corporation, all assets of this Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to charitable, benevolent and historical organizations which have qualified for exemptions under Section 501(c)(3) of the United States Internal Revenue Code of 1954, or subsequent provisions corresponding thereto at the present time or in the future, as the Board of Directors shall determine. It is the intent of this provision that the distribution of such earnings and assets shall be to other organizations not for profit having the similar purposes as this Corporation. None of such assets shall be distributed to any member, officer, or director of this Corporation upon dissolution.

Section 4. This Corporation must comply with the provision of the Internal Revenue Service Code of the United States of America. Specifically, this Corporation must dedicate itself only to its exempt purposes. This Corporation may not engage in prohibited non-exempt activities. It is the intent that this Corporation shall dedicate all of its assets, and any and all income therefrom, to exempt purposes. Any taxable income of this Corporation may not be accumulated and must be distributed for the purposes for which this Corporation is organized, by the end of the next tax year after such income is earned, or at such other times as the Internal Revenue Code may require as hereafter amended. This Corporation is prohibited from engaging in acts which would render it liable for any of the excise taxes on private foundations. This Corporation may not deal with disqualified persons in acts of self dealing with this Corporation as a private foundation, all within the meaning of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and
seals at West Palm Beach, Florida, on this 26th day of
December, 1997.

Elizabeth Knott Martin

ELIZABETH KNOTT MARTIN

(Resident Agent)

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 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

THE JAMES R. KNOTT CHARITABLE FOUNDATION
First--That FOR HISTORIC PRESERVATION, INC.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Hypoluxo County
of Palm Beach, State of Florida
has named ELIZABETH KNOTT MARTIN

located at 112 Lucina Drive,
(Street address and number of building,
Post Office Box address not acceptable)

City of Hypoluxo 33462, County of Palm Beach
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

THE JAMES R. KNOTT CHARITABLE FOUNDATION
FOR HISTORICAL PRESERVATION, INC.

By Elizabeth Knott Martin
Elizabeth Knott Martin
(Resident Agent)

Dec-26, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 AM 8:21