

SENT BY:RUDEN MCCLOSK

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FLORIDA DIVISION OF CORPORATIONS
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NAME: THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

RUDEN MCCLOSKY SMITH ET AL

SUBJECT: THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC.
REF: W98000005583

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6922.

Bobbie Cox **FAX Aud. #: H98000004916**
Senior Corporate Section Administrator **Letter Number: 098A00013650**

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000004916

**ARTICLES OF INCORPORATION
OF
THE RALPH AND NANCY HOLDEN
CHARITABLE FOUNDATION, INC.
(A Not For Profit Corporation)**

The undersigned, acting as Incorporator of THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME: PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation shall be THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC. The principal office and mailing address of this Corporation is 969 A1A, Hillsboro Beach, Florida 33062.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

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TALLAHASSEE FLORIDA

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ARTICLE III**POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV**LIMITATIONS**

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on

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by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATOR

The name of the Incorporator of this Corporation is RALPH HOLDEN, and the address of said Incorporator is 969 A1A, Hillsboro Beach, Florida 33062.

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ARTICLE VIII**OFFICERS**

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX**BOARD OF DIRECTORS**

The Board of Directors shall be elected in a manner as provided for in the Bylaws of the Corporation.

ARTICLE X**BY-LAWS**

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for

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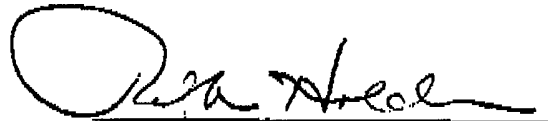
the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 969 A1A, Hillsboro Beach, Florida 33062, and the name of the registered agent of the Corporation at that address is RALPH HOLDEN.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 12 day of March, 1998.



RALPH HOLDEN

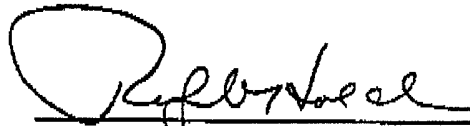
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not-For-Profit Corporation Act.


RALPH HOLDENDated: 3-12-98

FILED
98 MAR 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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