

N98000002384



ACCOUNT NO. : 072100000032

REFERENCE : 794278 4327828

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : April 24, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 794278-005

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: THE MCKEE CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

000002489570--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Dmp
4/24/98

RECEIVED
98 APR 24 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

FILED
98 APR 24 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE MCKEE CHARITABLE FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED

98 APR 24 PM 3:09

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED PERSON, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

ARTICLE I

The name of the corporation is THE MCKEE CHARITABLE FOUNDATION, INC.

ARTICLE II

(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 1986 or the corresponding provisions of any future U.S. Internal Revenue.

To that end, the corporation may hold any property or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principle or income in any such manner as, in the judgment of the directors, will best promote the purposes of the corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is perceived, this Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or

connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, members, or officers.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the corporation, or any 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 member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation 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.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(d) The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Notwithstanding any other provision of these Articles, this organization shall not carry on any 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 U.S. Internal Revenue law.

(i) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

The street address of the initial principal office and the mailing address of the corporation is:

137 South River Road
Sewall's Point, Florida 34996

ARTICLE IV

Membership in the corporation shall be regulated by the provisions of the Bylaws. GEORGE C. McKEE and JEAN PARHAM McKEE residing at 137 South River Road, Sewall's Point, Florida 34996 shall be the initial members of the corporation.

ARTICLE V

The term for which the corporation is to exist shall be perpetual unless terminated sooner by the members pursuant to the Bylaws.

ARTICLE VI

The name and address of the subscriber of these Articles is:

Neal W. Knight, Jr., Esq.
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

ARTICLE VII

The affairs of the corporation are to be managed by a President, Vice President, Secretary, and Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

ARTICLE VIII

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and Bylaws are:

George C. McKee	- President
George Clifton McKee, Jr.	- Vice President
Christopher Blake McKee	- Vice President
Jean Parham McKee	- Secretary
Jean Parham McKee	- Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The Bylaws of the corporation may provide for the office of Chairman of the Board. The Chairman of the Board shall have such duties as are assigned by the Bylaws and the Board of Directors.

ARTICLE IX

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The names and addresses of the persons who are to serve as Directors until the first election are:

George C. McKee
137 South River Road
Sewall's Point, Florida 34996

Jean Parham McKee
137 South River Road
Sewall's Point, Florida 34996

Christopher Blake McKee
P.O. Box 159
Cornelius, NC 28031

George Clifton McKee, Jr.
P.O. Box 159
Cornelius, NC 28031

Thereafter, the Board of Directors shall be elected as provided in the Bylaws. Vacancies in the initial Board of Directors shall be filled by a majority of the remaining Directors, even though less than a quorum of the Board of Directors.

ARTICLE X

The initial Bylaws of the corporation shall be made and adopted by the initial Board of Directors. The Bylaws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the

Board of this corporation may propose an amendment to the Bylaws to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Bylaws may be made only by a two-thirds (2/3) vote of Board of Directors of the corporation.

ARTICLE XI

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation may be made only by a two-thirds (2/3) vote of the Board of Directors of the corporation.

ARTICLE XII

Members of the Board of Directors need not be members of the corporation.

ARTICLE XIII

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or director.

ARTICLE XIV

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the corporation, as may be amended from time to time.

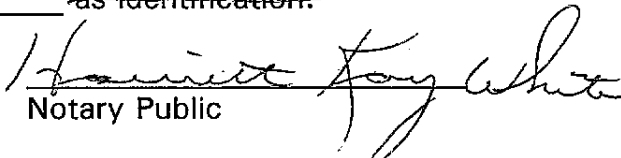
Designation of Registered Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Neal W. Knight, Jr..

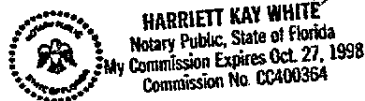
 (SEAL)
NEAL W. KNIGHT, JR.

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this
23RD day of April, 1998 by NEAL W. KNIGHT, JR., who is personally known to me
~~or has shown~~ _____ ~~as identification.~~

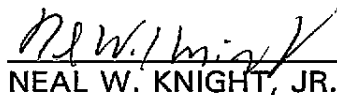

Notary Public

(NOTARIAL SEAL)



Acceptance

Having been named registered agent to accept service of process for the
above-named corporation, I hereby accept to act in this capacity and agree to comply
with the provisions of Chapter 48.091, Florida Statutes.


NEAL W. KNIGHT, JR.

FILED
98 APR 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA