

N 98000002656



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 811921 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 8, 1998

ORDER TIME : 9:52 AM

ORDER NO. : 811921-005

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch
SHEPPARD BRETT STEWART &
HERSCH, P.A.
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

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-05/08/98-01080-014
****122.50 ****122.50

DOMESTIC FILING

NAME: THE BOYNTON FAMILY FOUNDATION,
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: Christopher Smith
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:34

RECEIVED
98 MAY -8 PM 10:44
DIVISION OF CORPORATIONS

5/8/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:34

CERTIFICATE OF INCORPORATION
OF

THE BOYNTON FAMILY FOUNDATION, INC.
A Not-for-Profit Organization

THE UNDERSIGNED, being all natural persons of lawful age, acting as incorporators of a Corporation Not-for-Profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I
Name

The name of the Corporation is THE BOYNTON FAMILY FOUNDATION, INC.

ARTICLE II
Duration

The Corporation shall have perpetual duration.

ARTICLE III
Purpose

The Corporation is a not-for-profit Corporation. The specific and primary purposes for which this Corporation are formed are to operate for the advancement of religious, scientific, educational, or other charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "the Code").

The general purposes for which this Corporation is formed are to operate exclusively for such religious, scientific, educational or other charitable purposes

as will qualify this Corporation as an exempt organization under 501(c)(3) by the distribution of its funds to organizations that are qualified as tax-exempt under the Code.

ARTICLE IV
Organization

The Corporation is organized upon a non-stock basis. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights, privileges and obligations of members, if any, shall be as regulated in the By-Laws.

ARTICLE V
Principal and Registered Office

The principal office and initial registered office of the Corporation is: 4620 Rue Bayou, Sanibel, County of Lee, State of Florida 33959. The name of the Corporation's initial registered agent at such street address is: **LYNN W. BOYNTON.**

ARTICLE VI
Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation initially shall be six (6). In no event shall the Board have less than three (3) Directors. The number of Directors may be changed by a By-Law duly adopted pursuant to the By-Laws of this Corporation. The initial Directors for the first year of corporate existence, and their residential addresses are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Lynn W. Boynton	President/ Director	4620 Rue Bayou Sanibel, FL 33959
Jacqueline D. Boynton	Secretary/Treas. Director	4620 Rue Bayou Sanibel, FL 33959
Melbourne D. Boynton	Vice Pres./ Director	R.R. 1, Box 4389 Rutland, OH 05701
Rebecca B. Montgomery	Vice Pres./ Director	10207 Wildbracken Ct. Charlotte, NC 28210
Jennifer D. Boynton	Vice Pres./ Director	1106 Seward St., 1-W Evanston, IL 60202
Charles D. Boynton	Vice Pres./ Director	3407 N. Bosworth Chicago, IL 60613

ARTICLE VII
Incorporators

The names and addresses of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Lynn W. Boynton	4620 Rue Bayou, Sanibel, FL 33959
Jacqueline D. Boynton	4620 Rue Bayou, Sanibel, FL 33959
Melbourne D. Boynton	R.R. 1, Box 4389, Rutland, OH 05701
Rebecca B. Montgomery	10207 Wildbracken Ct., Charlotte, NC 28210
Jennifer D. Boynton	1106 Seward St., 1-W, Evanston, IL 60202
Charles D. Boynton	3407 N. Bosworth, Chicago, IL 60613

ARTICLE VIII
Officers

The Board of Directors shall elect the following officers: President, Vice President, and Secretary/Treasurer; and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time.

ARTICLE IX
Corporate Action

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not-For-Profit Corporation Act of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a Resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

ARTICLE X
Prohibitions

The property of this Corporation is dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered so long as said Corporation does not violate Section 4941 of the Code relating to "self dealing", or any other applicable provision of the Code which would disqualify said Corporation as a tax exempt entity.

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, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not engage in any act or self dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal Tax laws, rulings or regulations.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

ARTICLE XI
No Influence of Elections or Legislation

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

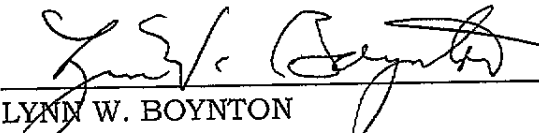
ARTICLE XII
Dissolution

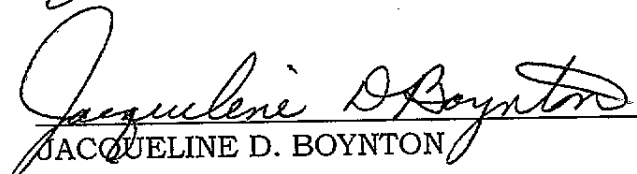
Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets 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.

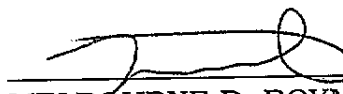
ARTICLE XIII
Amendment

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the Corporation.

We, the undersigned, being the Incorporators of this Corporation, for the purpose of forming this Not-for-Profit Charitable Corporation under the laws of Florida, have executed these Articles as of this 27 day of April, 1998


LYNN W. BOYNTON


JACQUELINE D. BOYNTON


MELBOURNE D. BOYNTON


REBECCA B. MONTGOMERY


JENNIFER D. BOYNTON


CHARLES D. BOYNTON