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KIRK PINKERTON

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TO: DIVISION OF CORPORATIONS
(850)922-4001

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FROM: KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
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NAME: ROSKAMP CHARITIES, INC.

AUDIT NUMBER.....H98000011035

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ARTICLES OF INCORPORATION

OF

ROSKAMP CHARITIES, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Roskamp Charities, Inc.

Article 2. Mailing Address. The principal office and mailing address of the Corporation is:

c/o The Community Foundation of Sarasota County, Inc.
1800 Second Street
Sarasota, Florida 34236

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

Article 4. Purpose. The Corporation is organized and will at all times thereafter be operated exclusively for charitable purposes, specifically for the exclusive benefit of The Community Foundation of Sarasota County, Inc. and its successors in interest, a public charity organized under the laws of Florida.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with

Prepared by: L. Howard Payne, Esq.
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the terms of these Articles or the Articles of Incorporation and Bylaws of The Community Foundation of Sarasota County, Inc. and its successors in interest. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, its assets shall be distributed to The Community Foundation of Sarasota County, Inc. or its successors in interest, or if the same does not exist, to one or more organizations selected by a majority vote of the remaining directors of the Corporation that

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are organized and operated exclusively for charitable, educational, religious, or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is c/o The Community Foundation of Sarasota County, Inc., 1800 Second Street, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Stewart W. Stearns.

Article 9. Incorporator. The name and address of the Incorporator is as follows:

Robert G. Roskamp

c/o Freedom Group, Inc.
1401 Manatee Avenue West, Suite 800
Bradenton, Florida 34205

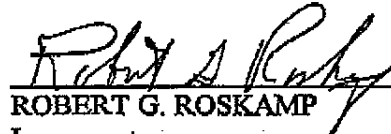
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Article 10. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the members in the manner provided by the Bylaws.

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 10 day of June, 1998.


ROBERT G. ROSKAMP
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ROSKAMP CHARITIES, INC., which is contained in the foregoing Articles of Incorporation, as required by Section 617.0501, Florida Statutes.

DATED this 10th day of June, 1998.


STEWART W. STEARNS
Registered Agent

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