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N980000003777

June 24, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

800002572298--6  
-06/25/98-01051-004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: THE SPENCER PHILANTHROPIC FOUNDATION, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$70.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

David A. Riggs, Esq.

DAR/RAB  
Enclosures

FILED  
98 JUN 25 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JUN 26 1998

FILED  
98 JUN 25 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

THE SPENCER PHILANTHROPIC FOUNDATION, INC.  
(A CORPORATION NOT FOR PROFIT)

The undersigned, acting as incorporator under the Florida Not for Profit Corporation Act, (Florida Statutes Chapter 617) adopts the following Articles of Incorporation for THE SPENCER PHILANTHROPIC FOUNDATION, INC.

1. The name of the corporation is THE SPENCER PHILANTHROPIC FOUNDATION, INC.

2. The corporation's duration shall be perpetual.

3. The corporation is formed for charitable purposes and the objectives and purposes of this corporation are to operate and constitute itself as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, to include, without limitation, the receipt of contributions through various fund-raising activities and the payment of the net contributions to organizations that are described in said Section 501(c) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986, as amended from time to time.

4. The qualifications for members and the manner of their admission shall be as provided by the By-Laws of the corporation.

5. The corporation shall have no authority to issue stock and shall not issue any stock.

6. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431.

7. The name of the corporation's initial registered agent at this address is HCRM Corp., a Florida corporation.

8. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 Corporate Blvd., N.W. Boca Raton, Florida 33431

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 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 of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

10. Upon the dissolution of the corporation, the Board of Directors

shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

11. The effective date of the corporate existence of the corporation pursuant to section 617.0203 of the Florida Statutes shall be June 24, 1998, provided such date is within five (5) business days prior to the date of filing of these Articles of Incorporation with the Department of State.

12. The manner in which the directors shall be elected or appointed is as stated in the By-Laws.

13. The principal office address of the corporation shall be 22604 Esplanada Circle West, Boca Raton, FL 33433; and the mailing address shall be the same.

Executed and subscribed at Boca Raton, Florida on June 24, 1998.

HCRM CORP.

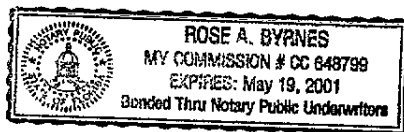
By: David A. Riggs

Title: VICE PRESIDENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of THE SPENCER PHILANTHROPIC FOUNDATION, INC. were acknowledged before me by David A. Riggs, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 24th day of June, 1998 on behalf of HCRM Corp.



Rose A. Byrnes  
Notary Public

My commission expires:

Printed Name: Rose A. Byrnes

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of THE SPENCER PHILANTHROPIC FOUNDATION, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

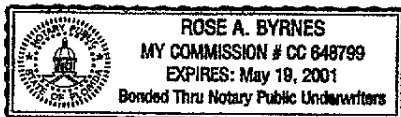
By: David A. Riggs

David A. Riggs, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by David A. Riggs as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 24th day of June, 1998 on behalf of THE SPENCER PHILANTHROPIC FOUNDATION, INC.



Rose A. Byrnes  
Notary Public

My commission expires:

Printed Name: Rose A. Byrnes

**FILED**  
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TALLAHASSEE FLORIDA