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TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

ROSEMERE FOUNDATION, INC.

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ARTICLES OF INCORPORATION  
OF  
ROSEMERE FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby submit these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

ARTICLE I.

The name of the corporation is ROSEMERE FOUNDATION, INC. (the "Foundation") and the mailing address and principal office of the corporation are 4532 West Kennedy Boulevard, #319, Tampa, Florida 33609-2042.

ARTICLE II.

The duration of this corporation is perpetual, unless dissolved according to law.

ARTICLE III.

A. The purposes for which the Foundation is organized are to support the protection and preservation of the environment; provide financial support to public charities the purpose of which is primarily to advance environmental causes; and engage in and promote activities which advance environmental causes.

B. The Foundation may receive by gift, donation, devise, bequest or otherwise, any property, real, personal or mixed, to hold, own, buy, sell, lease, mortgage, or encumber and improve real, personal and mixed; to take and receive in any manner, to hold, own, lease, buy, sell, mortgage or otherwise encumber real, personal or mixed property employed and used for educational, charitable or benevolent purposes, with full power and authority to mortgage, pledge or otherwise encumber or dispose of any such real, personal and mixed property and shall have

RICHARD H. BRETT, ESQ.  
FLORIDA BAR NO. 283436  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
(954) 945-4111

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full power to execute deeds, mortgages, bills of sale, leases, rental and sales contracts and such other instruments of writing as may be necessary from time to time to carry out such powers and authority, and in furtherance of any and all of the objects and purposes herein mentioned or of any other lawful power or purposes; to have all rights, powers, privileges and immunities commonly held and enjoyed by corporations of this character, organized and existing under the laws of the State of Florida.

C. The purposes for which the Foundation is organized are exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue law.

D. Notwithstanding any other provision of these Articles, this Foundation 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 Code or the corresponding provision of any future United States Internal Revenue law.

E. Notwithstanding any other provision of these Articles, this Foundation shall not carry on any activities which would constitute self dealing with a disqualified person as those terms are used in the Code and shall not carry on any activities or take any actions which are prohibited by state or federal law.

#### ARTICLE IV.

The qualifications of the members and the manner of admission of members shall be as prescribed in the By-Laws of the Foundation.

#### ARTICLE V.

The street address of the initial registered office of the corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312, and the name of its initial registered agent at such address is Richard H. Breit.

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ARTICLE VI.

The number of directors shall be as provided in the By-Laws, but shall not be less than three. The directors shall be elected or appointed as provided in the By-laws.

ARTICLE VII.

This corporation is organized under a non-stock basis.

ARTICLE VIII.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusively public purposes.

ARTICLE IX.

The name and address of the incorporator is Richard H. Breit, 3111 Stirling Road, Fort Lauderdale, Fl 33312.

ARTICLE X.

The Bylaws of this corporation may be amended by a vote of a majority of the members of the board of directors, from time to time.

ARTICLE XI.

This corporation shall have those officers designated in the By-Laws from time to time,

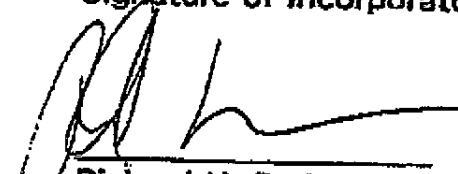
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In witness whereof, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

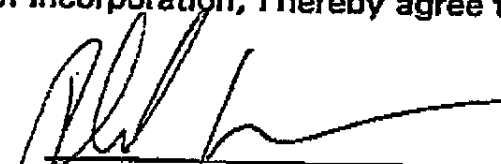
Dated this 9 day of December, 1998.

Signature of Incorporator

  
Richard H. Breit

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in that capacity.

  
Richard H. Breit

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