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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
076402003516

ACCT#:

CONTACT: JUDY WRIGHT

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(941) 514-0377

NAME: THE IRWIN FOUNDATION, INC.

AUDIT NUMBER.....H98000023643

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

GRANT, FRIDKIN, PEARSON

SUBJECT: THE IRWIN FOUNDATION, INC
REF: W98000028344

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VI STATES THE INITIAL NUMBER OF DIRECTORS IS (3) PERSONS BUT (6) PERSONS ARE LISTED. PLEASE CHANGE THE 3 TO 6 IN FIRST SENTENCE.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H98000023643
Letter Number: 198A00059566

Fax Audit #H98000023643

Articles Of Incorporation
Of
The Irwin Foundation, Inc.
a Florida Not-For-Profit Corporation

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

I
Corporate Name

The name of the Corporation is THE IRWIN FOUNDATION, INC.

II
Corporate Address

The address of the principle office and the mailing address of the corporation is:

c/o 5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

III
Not For Profit

A. The Corporation is not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

B. The Corporation shall be operated pursuant to the applicable provisions of IRS Publication 578(1-89) Reference, as amended, including, but not limited to, the following special provisions:

Howard L. Crown, Esq., Florida Bar #218014
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, Florida 34108, (941) 514-1000
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1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
4. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

IV Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

- A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) and Section 509 of the Internal Revenue Code of 1986, as amended, hereinafter the "Code."
 - B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation.
 - C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Sections 501(c)(3) or
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509, or other applicable sections of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

V

Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but 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 IV hereof.

VI

Election of Directors

The initial Board of Directors of the Corporation shall be comprised of six (6) persons. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall be no less than three (3) directors. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

James B. Irwin
Linda S. Scott-Irwin
Rose Marie McCafferty
Kathleen Marie O'Toole
Mary Elizabeth Irwin
Harry Irwin
(See attached schedule of Addresses)

VII

No Members

The Corporation shall not have Members and shall not issue membership certificates. _

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VIII
Nonstock Basis

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IX
Commencement of Existence

The Corporation shall be deemed to commence upon the acceptance of these Articles of Incorporation for filing by the Secretary of State, of the State of Florida.

X
Duration

The duration of the corporation is perpetual.

XI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be care of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108

The name of the initial registered agent of the Corporation at the registered office shall be HOWARD L. CROWN.

XII
Dissolution

In the event of dissolution or termination pursuant to the applicable sections of the Code, which are incorporated by reference herein, including, but not limited to, Section 507 of the Code, the residual assets of the Corporation will be turned over to one or more organizations described in

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Section 501(c)(3), Section 507, Section 509, Section 170(c)(2) or any other qualified organization described under the Code.

XIII
Incorporator

The name and address of the Incorporator of the Corporation is:

James B. Irwin
900 West Marion Avenue
Punta Gorda, FL 33950

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 22nd day of October 1998.



JAMES B. IRWIN
Incorporator

irwin@incorp.att

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SCHEDULE OF ADDRESSES TO PARAGRAPH VI
OF ARTICLES OF INCORPORATION OF THE IRWIN FOUNDATION, INC.
A FLORIDA NOT-FOR PROFIT CORPORATION

Mr. James B. Irwin
Emerald Point
25188 Marion Avenue, Villa 22-24
Punta Gorda, Florida 33950

Mrs. Linda S. Irwin
Emerald Point
25188 Marion Avenue, Villa 22-24
Punta Gorda, Florida 33950

Ms. Rose Marie McCafferty
4552 Melbourne Street
Punta Gorda, Florida 33950

Ms. Kathleen Marie O'Toole
4530 Melbourne Street
Punta Gorda, Florida 33950

Ms. Mary Elizabeth Irwin
31 Smith Street
Glen Cove, New York 11542

Mr. Harry Irwin
4520 Nollwood
Punta Gorda, Florida 33950

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ACCEPTANCE OF REGISTERED AGENT

FOR

THE IRWIN FOUNDATION, INC.

I, HOWARD L. CROWN, having signed the within as registered agent for THE IRWIN FOUNDATION, INC., (the "Corporation") at the registered address of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


HOWARD L. CROWN
REGISTERED AGENT

irwinincorp2.art

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