



THE UNITED STATES
CORPORATION
COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:16

ACCOUNT NO. : 072100000032

REFERENCE : 084738 4352701

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1998

ORDER TIME : 9:14 AM

ORDER NO. : 084738-005

CUSTOMER NO: 4352701

CUSTOMER: Eugene W. Murphy, Jr., Esq
MURPHY, REID, PILOTTE, ORD &
MURPHY, REID, PILOTTE, ORD &
Suite 100
340 Royal Palm Way
Palm Beach, FL 33480

100002727741--E
-12/31/98-01042-002
*****78.75 *****78.75

DOMESTIC FILING

NAME: J. BELL MORAN, JR. 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: Karen B. Rozar

EXAMINER'S INITIALS:

167-2295
W99-94

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DIVISION OF CORPORATIONS
98 DEC 31 AM 10:43

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:17

January 4, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: J. BELL MORAN, JR. FOUNDATION, INC.
Ref. Number: W99000000094

RESUBMIT
Please give original
submission date as file date.

We have received your document for J. BELL MORAN, JR. FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00000139

RECEIVED
99 JAN -5 PM 12:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CSC NETWORKS

SUBJECT: J. BELL MORAN, JR. FOUNDATION, INC.
Ref. Number: W98000029321

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 31 AM 10:17

RESUBMIT
Please give original
submission date as file date.

We have received your document for J. BELL MORAN, JR. FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

ARTICLE VII STATES THAT THE INITIAL BOARD OF DIRECTORS IS 3, HOWEVER 4 ARE LISTED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 698A00061180

10575713

99 JAN -4 AM 10:50

DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

J. BELL MORAN, JR. FOUNDATION, INC.

(A Florida Corporation Not For Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:17

The undersigned, acting as incorporator of a corporation, not for profit, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation is: J. BELL MORAN, JR. FOUNDATION, INC. (hereinafter referred to as the "FOUNDATION").

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal address of the corporation is: 630 Island Drive, Palm Beach, FL 33480, and the street address of the principal office is identical to the mailing address of the corporation.

ARTICLE II

PURPOSE

The purpose or purposes for which the corporation is organized are:

A. To receive and administer funds exclusively for charitable, scientific, religious, or literary purposes within the meaning of Section 501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the "Code" in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provision of any future federal tax laws of the United States.

B. To promote charitable, educational, scientific, religious, or literary activities. In furtherance of these purposes, in the discretion of the Board of Directors, to make donations, gifts, contributions, and loans without interest out of its net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients).

C. To acquire, receive, purchase, or take by gift, grant, devise, bequest or otherwise, any real, personal or mixed property, or any interest therein, of every kind and description, wheresoever the same may be situated, from any source, and without limit as to the amount, including without limiting the generality of the foregoing, money, lands, building, mortgages, shares, stocks, debentures, bonds, securities including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the FOUNDATION, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same; to borrow money from any person, firm or corporation and to issue notes or obligations of the FOUNDATION from time to time for any of the objects or purposes of the FOUNDATION and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the FOUNDATION without limit as to amount; and to have one or more officers carry on the operations and exercise the powers of the FOUNDATION.

D. To dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the FOUNDATION without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received, or these Articles of Incorporation, the By-Laws of the FOUNDATION, or any applicable law.

E. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

ARTICLE IV

QUALIFY AND REMAIN EXEMPT UNDER SECTION 501(c)(3)

A. It is the intention of the FOUNDATION at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The FOUNDATION shall not be operated for profit, and no part of the net earnings of the FOUNDATION shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the FOUNDATION, or any private individual (except that

reasonable compensation may be paid for services rendered to the FOUNDATION and payments and distributions may be made in furtherance of the FOUNDATION's purposes), and no member, trustee, director, or officer of the FOUNDATION or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the FOUNDATION.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the FOUNDATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

ACTIVITIES OF CORPORATION

A. Notwithstanding any other provisions of these Articles of Incorporation, for any year during which the FOUNDATION may be a "private foundation" within the scope of Section 509 of the Code:

1. The FOUNDATION will 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.

2. The FOUNDATION will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The FOUNDATION will not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The FOUNDATION will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The FOUNDATION will not make any taxable expenditures as defined in Section 4945(d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the FOUNDATION shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

MEMBERS OF THE CORPORATION

The number of members of the corporation, the qualifications for members and the manner of their admission shall be stated in the By-Laws of the corporation, but in no event shall the number of members be less than one (1).

ARTICLE VII

DIRECTORS OF CORPORATION

The number of the directors constituting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons who are to serve as the initial directors are:

INITIAL DIRECTOR NAME:

ADDRESS

J. Bell Moran, Jr.

630 Island Drive
Palm Beach, FL 33480

Lore Hayward Moran Dodge

12772 Mariner Court
Palm City, FL 34990

Lise Greer Moran

142 Sound Beach Avenue
Old Greenwich, CT 06870

John Bell Moran, III

630 Island Drive
Palm Beach, FL 33480

The directors shall be elected as provided in the By-Laws.

ARTICLE VIII

NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The street address and city of the initial registered office of the corporation are: 340 Royal Palm Way, Suite 100, Palm Beach, FL 33480; and the name of the initial registered agent is Eugene W. Murphy, Jr.

ARTICLE IX

The corporation is organized under a non-stock basis.

ARTICLE X

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 Sections 501(c)(3) and 170(c)(2) of the Code or corresponding section of any prior or future law, or to the Federal, State or Local government exclusively for public purposes.

ARTICLE XI

The name and address of the incorporator is:

Name

J. Bell Moran, Jr.

ADDRESS

630 Island Drive
Palm Beach, FL 33480

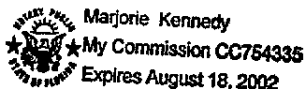
IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation executed these Articles of Incorporation this 30th day of December, 1998.


J. BELL MORAN, JR., Incorporator

STATE OF FLORIDA

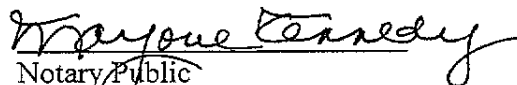
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of December, 1998, by J. BELL MORAN, JR. who is personally known to me and who did take an oath.



(SEAL)

My Commission Expires:


Notary Public
MARJORIE KENNEDY
Name of Notary - Printed/Typed

CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:17

J. BELL MORAN, JR. FOUNDATION, INC.


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: J. BELL MORAN, JR. FOUNDATION, INC.
2. The name and address of the registered agent for the corporation is:

Eugene W. Murphy, Jr.
340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EUGENE W. MURPHY, JR.
Registered Agent