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FLORIDA NON-PROFIT CORPORATION

The Eagle Forum, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE EAGLE FORUM, INC.**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be The Eagle Forum, Inc.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 8019 Pebble Creek Lane, Ponte Vedra Beach, Florida 32082.

**Article III
Purposes**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall initially be to raise funds for selected organizations which are qualified as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure 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. No substantial part

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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 any political campaign on behalf of any candidate for public office.

Article IV **Directors**

Section 4.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

James B. Stallings, Jr.
8019 Pebble Creek Lane
Ponte Vedra Beach, Florida 32082

Elaine Stallings
8019 Pebble Creek Lane
Ponte Vedra Beach, Florida 32082

Steve Sahd
89 Harbor Drive, Apartment 212
Stanford, Connecticut 06902

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

James B. Stallings, Jr.
8019 Pebble Creek Lane
Ponte Vedra Beach, Florida 32082

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

James B. Stallings, Jr.
8019 Pebble Creek Lane
Ponte Vedra Beach, Florida 32082

Article VII
Duration

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

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Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 12th day of Feb., 1999.


JAMES B. STALLINGS, JR.


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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

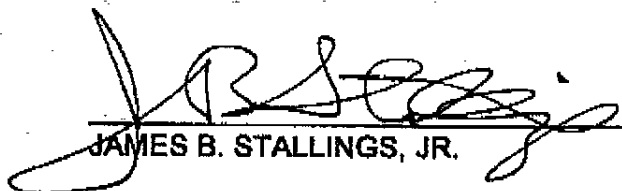
The Eagle Forum, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates James B. Stallings, Jr., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8019 Pebble Creek Lane, Ponte Vedra Beach, Florida 32082.

DATED this 12th day of February, 1999.


JAMES B. STALLINGS, JR.

Having been named as registered agent 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.

DATED this 12th day of February, 1999.


JAMES B. STALLINGS, JR.

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