



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pyatt

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ORDER DATE : April 29, 1999

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ORDER NO. : 222630-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: JENNISON FAMILY FOUNDATION,  
INC.

EFFECTIVE DATE:

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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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 4/29/99

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OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JENNISON FAMILY FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Jennison Family Foundation, Inc. (the "Corporation").

Article 2. Mailing Address. The principal office and mailing address of the Corporation is: c/o The Community Foundation of Sarasota County, Inc., 1800 Second Street, Sarasota, Florida 34236.

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual, unless dissolved according to law.

Article 4. Purposes. The Corporation is created as an organization under Section 509(a)(3) of the Internal Revenue Code and will at all times thereafter be operated exclusively for charitable, scientific, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code. The general purpose of the Corporation is to operate for the benefit of, to perform the functions of, or to carry out the purposes of The Community Foundation of Sarasota County, Inc., or its successors in interest, a public charity under Section 509(a)(1) or (a)(2) of the Internal Revenue Code, organized under the laws of the State of Florida.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles or the Articles of Incorporation and Bylaws of The Community Foundation of Sarasota County, Inc., or its successors in interest.

The Corporation shall at all times be operated, supervised, or controlled by or in connection with The Community Foundation of Sarasota County, Inc., or its successors in interest.

The Corporation is, and shall be, empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes stated in these Articles of Incorporation, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 payment and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

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, or corresponding Section of any future federal tax code, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (c) by a corporation not for profit organized under Chapter 617 Florida Statutes.

Article 6. Members. The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect.

Article 7. Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) and not more than nine (9) individuals. The method of election of directors shall be regulated by the Bylaws. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code) other than foundation managers and other than one or more organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is c/o The Community Foundation of Sarasota County, Inc., 1800 Second Street, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Stewart W. Stearns.

Article 9. Incorporator. The name and address of the Incorporator is as follows:

Elizabeth C. Marshall  
200 South Orange Avenue  
Sarasota, Florida 34236

Article 10. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors or the members in the manner provided by the Bylaws.

Article 11. Committees. The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

Article 12. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, within the limitations set forth in Article 5.

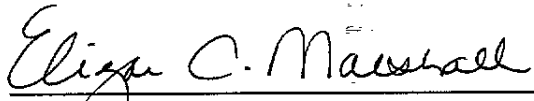
Article 13. Distribution Upon Dissolution. Upon the dissolution of the Corporation, its assets shall be distributed to The Community Foundation of Sarasota County, Inc. or its successors in interest, or if the same does not exist, to one or more public charities under Section 501(a)(1) or (a)(2) of the Internal Revenue Code (selected by a majority vote of the remaining directors of the Corporation) that are organized and operated exclusively for charitable, educational, religious, or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine

are organized and operated exclusively for charitable, educational religious, or scientific purposes.

Article 14. Terms. All general or specific references herein made to the Internal Revenue Code or regulations thereunder shall be deemed to refer to the Internal Revenue Code of 1986 and the regulations thereunder as now in force or later amended, or the corresponding provision of any future United States internal revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

Article 15. Amendment. This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.


IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 28th day of April 1999.

  
Elizabeth C. Marshall  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Jennison Family Foundation, Inc., which is contained in the foregoing Articles of Incorporation, as required by Section 617.0501, Florida Statutes.

DATED this 28th day of April 1999.

  
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STEWART W. STEARNS  
Registered Agent

ECM-353102.1

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