



THE UNITED STATES
CORPORATION
COMPANY

N9900003328

99 MAY 28 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 257303 4346980

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : May 28, 1999

ORDER TIME : 12:14 PM

ORDER NO. : 257303-005

CUSTOMER NO: 4346980

800002889738--9

CUSTOMER: Ms. Felicia M. Twardoch
KALISH & WARD
KALISH & WARD
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

DOMESTIC FILING

NAME: PHROGUE 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: Tamara Odom

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 28 PM 12:55

RECEIVED

5/28/99

ARTICLES OF INCORPORATION
OF
PHROGUE FOUNDATION, INC.

FILED
99 MAY 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name and Address

The name of this corporation shall be:

PHROGUE FOUNDATION, INC.

The initial principal office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 2

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further the said purposes.

(b) No part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on

ARTICLES OF INCORPORATION OF

PHROGUE FOUNDATION, INC.

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by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 3

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

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PHROGUE FOUNDATION, INC.
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(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE 4

Members

This corporation shall have no members.

ARTICLE 5

Duration

This corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

William Kalish

101 E. Kennedy Boulevard
Suite 4100
Tampa, Florida 33602

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ARTICLE 8

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws of this corporation and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 9

Directors

The initial members of the Board of Directors of this corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualify:

<u>Name</u>	<u>Address</u>
William Kalish	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602
August Van Eepoel	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602
R. Reid Haney	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

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ARTICLE 10

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 11

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



WILLIAM KALISH

PHROGUE FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
99 MAY 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, WILLIAM KALISH, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 27th day of May, 1999.



WILLIAM KALISH