

N99000003536

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700002888637--5
-05/27/99--01075--010
*****87.50 *****87.50

SUBJECT: Heartland Research Corporation
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
5/20/99

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark F. Hearne, II
Name (Printed or typed)

1010 Market Street, Suite 1300
Address

St. Louis, Missouri 63101
City, State & Zip

(314) 613-2522
Daytime Telephone number

FILED
99 MAY 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. SMITH JUN 09 1999

W-128779
TS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 3, 1999

MARK F. HEARNE, II
1010 MARKET ST., STE. 1300
ST. LOUIS, MO 63101

SUBJECT: HEARTLAND RESEARCH CORPORATION
Ref. Number: W99000012879

We have received your document for HEARTLAND RESEARCH CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 899A00030149

--- Articles Of Incorporation

PURSUANT TO FLORIDA NOT-FOR-PROFIT CORPORATION ACT
HEARTLAND RESEARCH CORPORATION

FILED
99 MAY 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, (Chapter 617 of Florida Statutes) hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE

5/20/99

Article: I. Name

The name of the corporation shall be: Heartland Research Corporation.

Article: II. Principal Office

The principal place of business and mailing address of this corporation shall be:

3869 West Gulf Drive, Sanibel, Florida 33957.

Article: III. Purposes

The purposes for which the corporation is formed, and the business and the object to be carried on and promoted by it, are as follows:

(a) Non-partisan research of Judeo-Christian values and theology and the influence of these values upon society and public policy and the analysis of and distribution of informational and educational material concerning the influence of Judeo-Christian religious principles.

(b) Study and analyze both the cause of addictive behaviors and the harmful consequences of addictive behaviors upon the individual and upon society and publish or otherwise disseminate the results of such studies with the desire of reducing the incidence of such addictive behaviors.

(c) Only those exclusively charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article: IV. Authorized Action

In fulfilling the foregoing purposes, the corporation is empowered to:

(a) Engage in all activities legally permitted and necessary or incident to carrying out the above-stated purposes including (but not limited to) the provision of financial, spiritual and educational assistance in the form of grants and scholarships.

(b) Acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

(c) Purchase, acquire, own, invest in, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands and businesses of all types, office buildings, manufacturing works and plants, and other buildings or business of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated;

(d) Acquire, by purchase, exchange, bequest or otherwise, to import, export, manufacture, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character, and description, wheresoever situated, either within or without the State of Florida, or any interest or privilege therein, and to erect, construct, make, improve and operate or aid or subscribe toward the erection, construction, making, improvement and operation of offices, warehouses, plants, mills, stores, laboratories, studios, workshops,

buildings and other establishments and installations or improvements on any real estate or any right, interest or privilege therein;

(e) Acquire by purchase, exchange, lease, bequest or otherwise, to import, export, manufacture, produce, hold, own, use, manage, improve, alter, develop and to mortgage, pledge, sell, assign, transfer, lease, exchange or otherwise dispose of or deal in or with goods, commodities, wares, automobiles, aircraft, boats, yachts, ships and accessories, machinery, equipment, supplies, merchandise and all other personal property of every kind, nature and description, tangible or intangible, wheresoever situated either within or without the State of Florida and any and all other rights, interests or privileges therein;

(f) Adopt, apply for, register, obtain, purchase, lease, take business in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and inventions in respect of, manufacture under, and to introduce, sell, assign, create security interests in, pledge, or otherwise dispose of, and in any manner deal with and contract with reference to: inventions, devices, formula (mechanical and other combinations), processes, and any improvements and modifications thereof, letters patent, patent rights, patented processes, patent applications, copyrights, designs and similar rights, trademarks, brands, labels, trade symbols, trade names, and other indications of ownership granted by or recognized under the laws of the United States of America or of any other country, government or authority, and all rights and privileges connected therewith; and to carry on any business, of any type, which is or shall be necessary, convenient, advisable or adaptable for the utilization of such inventions, devices, formulas, processes and any improvements and modifications thereof, letters patent, patent rights, patented processes, patented applications, copyrights, designs and similar rights, trademarks, brands, labels, trade symbols, trade names and other indications of ownership;

(g) Acquire by purchase, exchange, gift, bequest, subscription or otherwise acquire, and to hold, own, sell, hypothecate, assign, transfer, create security interests in, pledge, exchange or otherwise dispose of shares (of any kind, class or type), bonds, obligations, notes, debentures, mortgages or other evidences of indebtedness and securities created or issued by any person, firm, trust company, corporation or bank (whether incorporated under the laws of the United States of America, the State of Florida, or any other country, government or authority), co-partnership, stock association, or governmental entity, or of any political or administrative subdivision thereof; and

while the owner of such shares to exercise all rights, powers, and privileges of ownership in respect thereof, including the right to vote for any and all purposes; to issue its own bonds, notes, debentures, mortgages or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, mortgages or other evidences of indebtedness, obligations and other securities purchased or otherwise acquired by it;

(h) Make loans or advances, to guarantee the obligations of or purchase or acquire shares of stock of, or make contributions to the capital or surplus of, and to aid in any other manner by providing financial assistance to any corporation, association or co-partnership, including, but not by way of limitation, any corporation all or substantially all of the shares of voting stock of which is owned by the corporation and any affiliate or subsidiary of any such corporation. Any such loan, advance or other assistance to be with or without interest, unsecured, or secured in any manner, and upon such other terms and conditions as the Board of Directors of the corporation shall approve. The Board of Directors shall have the power to approve the terms of the loan, including, but not limited to, the interest rate and type of security, if any, and all other terms and conditions;

(i) Borrow or raise money for any of the purposes of the corporation, without limit as to amount, with or without security, all as determined by the Board of Directors; to sell, create security interests in, pledge, and otherwise dispose of, and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in payment for property purchased or for any of the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the assets, business, good will or property, real or personal, of the corporation, wherever situated and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors shall determine; and, to a like extent when deemed desirable, to secure such debt obligations by liens upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business, and good will of the corporation, whether at the time owned or thereafter acquired;

(j) Enter into, make, perform, and carry out contracts of every sort and description with any person, firm, co-partnership, association, corporation, whether public, private, or municipal, or any body politic under the government of the United States or any state,

territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida;

(k) Carry out any one or more of the purposes and objects herein enumerated as principal, agent, factor, partner, contractor, or otherwise, either alone or through or in conjunction with any persons, firms, co-partnerships, associations, or corporations and in any part of the world, and in carrying on any of its business and for the attainment or furtherance of any of its objects and purposes and to make and perform such agreements and contracts of any kind and description, and to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise and, as aforesaid, to do anything and everything which is or may appear necessary, useful, convenient or appropriate for the attainment, furtherance or exercise of any of its purposes, objects or powers;

(l) Carry on its operations and conduct its business in any state, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country;

(m) To such extent as a corporation organized under "The Florida Not-For Profit Corporation Act" may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do or to exercise under "The Florida Not-For-Profit Act," or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing provisions of this Article shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms or provisions of this or any other Article of these Articles of Incorporation; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of similar

nature; and the powers, rights, and privileges provided in this Article are not to be deemed to be in limitation of similar, other, or additional powers, rights, and privileges granted or permitted to the corporation by The Florida Not-For-Profit Corporation Act under which the corporation by virtue hereof becomes deemed to be incorporated, it being intended that the corporation shall be authorized to have and shall have all the powers, rights, and privileges granted or permitted to a corporation by such statute; provided that nothing herein contained shall be deemed to authorize the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do; and provided further that the corporation shall not carry on any business or exercise any power in any state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise.

Article: V. Manner of Election of Directors

The initial Board of Directors shall be Four (4) Individuals with each Director's Term being of Five (5) years. Hereafter, the number of Directors to constitute the Board of Directors shall be fixed by or in the manner provided in, the By-Laws of the Corporation. Any changes in the number of directors will be reported to the Florida Secretary of State within thirty (30) calendar days of such change.

Article: VI. Initial Registered Agent and Street Address

CT Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

Article: VII. Incorporator

The name and address of the Incorporator submitting these Articles of Incorporation is:

Mark F. Hearne, II
#5 Town & Country Drive
St. Louis, Missouri 63124

Article: VIII. Effective Date

The effective date of this corporation shall be: May 20th, 1999.

Article: IX. Dissolution

In the event of the dissolution of the corporation or the winding up of its affairs, after making provisions for the payment of all the liabilities of the corporation, the corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed to or distributed only to organizations created or operated exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article: X. Selection of Officers

The officers of the corporation and the method by which they shall be elected shall be governed by the By-Laws.

Article: XI. Adoption of By-Laws

By-Laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they do not conflict with the provisions of these Articles.

Article: XII. Restrictions

Notwithstanding anything provided by any Article herein to the contrary, the Corporation shall be restricted to only permissible activities for 501(c)(3) exempt organizations. Specifically:

Section 1. The corporation is organized exclusively for charitable, educational, religious and scientific purposes including,

for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 2. In addition to direct grants and contributions to such tax-exempt organizations, the corporation's activities may include, but are not limited to non-partisan research of Judeo-Christian values and theology and the influence of these upon society and public policy and analysis of and distribution of informational and educational material concerning the influence of Judeo-Christian religious purposes and the individual and social causes and effects of addictive behavior.

Section 3. 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 organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its tax-exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 5. Upon the dissolution of the corporation, and after paying or making provisions for the payment of all of the liabilities of the corporation, the Board of Directors shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in

which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 6. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

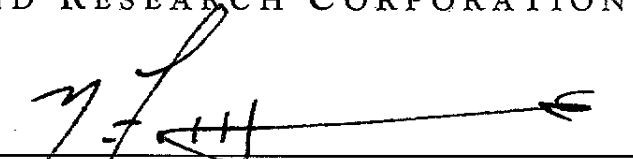
Section 7. The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 8. The corporation will not retain any excess business holdings as defined in Section §4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

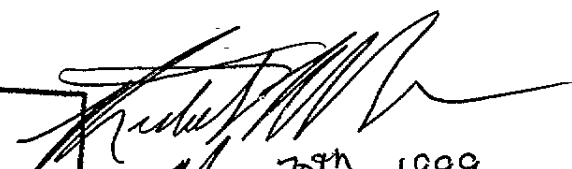
Section 9. The corporation will not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Section 10. The corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

HEARTLAND RESEARCH CORPORATION

By: 
Mark F. Hearne, II,
Director, Incorporator

RICHELLE L. MOORE
Notary Public-Notary Seal
STATE OF MISSOURI
City of St. Louis
My Commission Expires: December 20, 2002


May 20th, 1999

ACCEPTANCE OF APPOINTMENT


RE: **HEARTLAND RESEARCH CORPORATION**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: May 18, 1999

C T CORPORATION SYSTEM

By _____



Jonathan L. Miles,
Assistant Secretary

99 MAY 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED