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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BlueGrass foundation Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

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Art of Inc. File

Photo

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BLUEGRASS FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of this corporation is BLUEGRASS FOUNDATION, INC. (the "Corporation").

**ARTICLE II
Principal Office**

The principal place of business and mailing address of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

**ARTICLE III
Not For Profit**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the funds of the Corporation or any net earnings therefrom shall inure to the benefit of any director, officer of the Corporation, or any private person (except that (a) corporate funds may be expended to carry out the charitable purposes of the Corporation, and (b) reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an exempt organization under Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1986, as amended, as it now exists or is hereafter amended.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for the following purposes:

1. to award scholarships to students attending college and junior colleges;
2. to make other contributions to benefit other organizations that qualify under 501(c)(3) or 170(c) of the Internal Revenue Code; and
3. for any other lawful purpose not for pecuniary profit and not prohibited by the laws of the State of Florida or of the United States.

ARTICLE V

MANNER OF ELECTION OR APPOINTMENT OF DIRECTORS

The manner in which the directors of the Corporation shall be elected or appointed shall be set forth in the By-Laws of the Corporation.

ARTICLE VI

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors (along with the period of their respective initial terms, commencing upon the date of filing these Articles of Incorporation) of the Corporation are:

Name	Address	Term
Gary B. Brown	P. O. Box 413021 Naples, FL 34101-3021	3 Years
John D. Gast	850 Park Shore Drive Naples, FL 34103	3 Years
John D. Ware	3736 Rachel Lane Naples, FL 34103	3 Years

ARTICLE VII
Designation of Registered Agent
and Registered Office

The initial registered agent of the Corporation shall be John D. Gast and the initial registered office of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles is John D. Gast, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

ARTICLE IX
Meetings

The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

ARTICLE X
Administrative

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

On dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

ARTICLE XI

Capital Stock

This Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE XII

Duration


The duration of the Corporation is perpetual.

ARTICLE XIII

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of June, 1999.

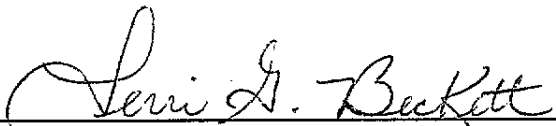


John D. Gast
850 Park Shore Drive
Trianon Centre, Third Floor
Naples, Florida 34103

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN D. GAST, who is known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. An oath was not administered.

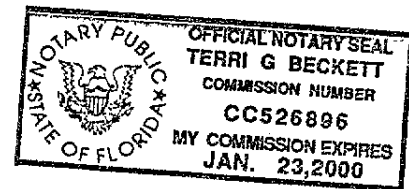
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 14th day of June, 1999.



Signature of Notary Public - State of Florida
Terri G. Beckett

Typed or Printed Name of Notary

Commission No. _____
My Commission Expires: _____



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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said sections:

FIRST, that BLUEGRASS FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Naples, Collier County, Florida, has named JOHN D. GAST, located at 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103, as its Agent to accept service of process within this State.



JOHN D. GAST, Incorporator

Date: June 14th, 1999

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.



JOHN D. GAST, Resident Agent

Date: June 14th, 1999