



THE UNITED STATES
CORPORATION
COMPANY

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99 JUN 24 AM 11:55

ACCOUNT NO. : 072100000032

REFERENCE : 285757 4324396

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 87.50

ORDER DATE : June 24, 1999

ORDER TIME : 9:13 AM

ORDER NO. : 285757-005

CUSTOMER NO: 4324396

700002914027--7

CUSTOMER: Jan Henderson, Corp Paralegal
PEAVYHOUSE & OPP, P.A.
PEAVYHOUSE & OPP, P.A.
Suite 228
10002 Princess Palm Avenue
Tampa, FL 33619

DOMESTIC FILING

NAME: THE ROME 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

PK
6/24/99

99 JUN 24 AM 9

RECEIVED

ARTICLES OF INCORPORATION OF
THE ROME FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is THE ROME FOUNDATION, INC.

ARTICLE II

ADDRESS OF CORPORATION

The principal office and address of the corporation is: 845 Bayshore Boulevard, Tampa, Florida, 33606, and the mailing address of the corporation is the same.

ARTICLE III

DURATION

The term and existence of this corporation is perpetual and the corporate existence will commence upon the filing of these Articles with the Secretary of State.

ARTICLE IV

PURPOSE

The purposes for which this corporation is formed are:

- 1.) To build, supply, and/or operate hospitals and health clinics in the country of Haiti and other third-world countries and to raise money and secure materials and supplies to

accomplish this purpose.

2.) Generally to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida or which may hereinafter be conferred including the power to contract, rent, buy, sell personal or real property; provided however that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purpose of this corporation.

The purposes for which this corporation is organized, as indicated above, are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, or educational purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any

political campaign on behalf of any candidate for public office, at any time.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these 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 Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of 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 Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

ELECTION OF DIRECTORS

The method of election of the directors of this corporation shall be set forth in the By-Laws.

ARTICLE VI

REGISTERED AGENT

The initial registered agent of this corporation shall be located at PEAVYHOUSE & OPP, P.A., 10002 Princess Palm Avenue, Suite 228, Tampa, Florida, 33619, and the initial registered agent at that address shall be RUSSELL K. PEAVYHOUSE, ESQUIRE, upon whom service of process may be had.

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Larry E. Chadwell
845 Bayshore Boulevard
Tampa, Florida 33606

Russell K. Peavyhouse
10002 Princess Palm Avenue
Suite 228
Tampa, Florida 33619

Jack Franks
804 Childers Loop
Brandon, Florida 33511

Myles Dowdy
4702 Stone Hollow Court
Valrico, Florida 33594

ARTICLE VIII

CORPORATE INCOME

No part of the income or profit of the corporation shall be distributed to its members, directors or officers.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these Articles of Incorporation, on this 17th day of June, 1999.

Larry E. Chadwell
LARRY E. CHADWELL
Russell K. Peavyhouse
RUSSELL K. PEAVYHOUSE
Jack Franks
JACK FRANKS
Myles Dowdy
MYLES DOWDY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LARRY E. CHADWELL who is personally known to me or who has produced _____ as identification, and is known by me to be the person who executed the foregoing Articles of Incorporation, has acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1999, at Tampa, Hillsborough County, Florida.

Clarice S. Griffin
NOTARY PUBLIC, State of Florida



CLARICE S. GRIFFIN
Comm. No. CC 652722
My Comm. Exp. June 3, 2001
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RUSSELL K. PEAVYHOUSE who is personally known to me or who has produced _____ as identification, and is known by me to be the person who executed the foregoing Articles of Incorporation, has acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1999, at Tampa, Hillsborough County, Florida.



Janet M. Henderson
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JACK FRANKS who is personally known to me or who has produced _____ as identification, and is known by me to be the person who executed the foregoing Articles of Incorporation, has acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of June, 1999, at Tampa, Hillsborough County, Florida.

Clarice S. Griffin
NOTARY PUBLIC, State of Florida



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MYLES DOWDY who is personally known to me or who has produced _____ as identification, and is known by me to be the person who executed the foregoing Articles of Incorporation, has acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of June, 1999, at Tampa, Hillsborough County, Florida.

Clarice S. Griffin
NOTARY PUBLIC, State of Florida



CLARICE S. GRIFFIN
Comm. No. CC 652722
My Comm. Exp. June 3, 2001
Bonded thru Pichard Ins. Agcy.

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

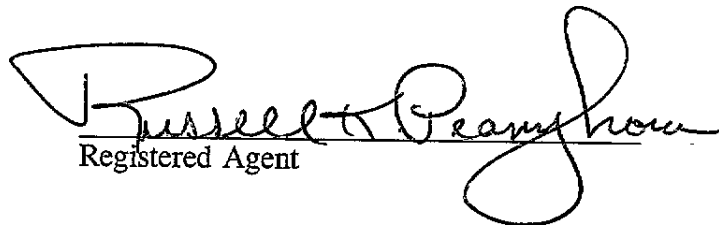
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE ROME FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Tampa, Hillsborough County, Florida, has named RUSSELL K. PEAVYHOUSE, ESQUIRE, located at 10002 Princess Palm Avenue, Suite 228, Tampa, Florida, 33619, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said offices.


Registered Agent