

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

N99 0000004413

July 14, 1999

Division of Corporations
409 East Gaines
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
Charitable Odds Foundation, Inc.

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-07/16/99--01050--010
122.50 **78.75

Dear Ladies/Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation together with a check in the amount of \$122.50 to cover the fees for filing the Articles. Inasmuch as the check submitted is in excess of the actual filing fee cost, please refund this office \$43.75

After filing, please return a date-stamped copy of the Articles to our office. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


John A. Garner

JAG:kt
enc.

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99 JUL 16 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please Respond to: Pelican Bay

Pelican Bay 801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
Marco Island 606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402

Articles of Incorporation

of

Charitable Odds Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be **Charitable Odds Foundation, Inc.** and shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not for profit corporation by the provisions of the Florida Not For Profit Corporation Act.

**ARTICLE II
CORPORATE PURPOSES**

A. The nature of the Corporation and the objects and purposes for which it is organized are to raise and distribute funds to other nonprofit organizations; and to engage in any other lawful purpose or purposes not for pecuniary profit.

B. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator of this Corporation are as follows:

James Craft
768 Commercial Blvd.
Naples, Florida 34104

**ARTICLE IV
ELECTION OF DIRECTORS**

The Directors of this Corporation shall be elected as provided for in the bylaws of the Corporation.

**ARTICLE V
NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE VI
REGISTERED OFFICE AND PRINCIPAL OFFICE**

The initial registered office of the Corporation shall be located at Suite 710, 801 Laurel Oak Drive, Naples, Florida 34108. The initial registered agent of the Corporation at that address shall be J. Christopher Lombardo.

The address of the principal office of the Corporation shall be 768 Commercial Blvd., Naples, Florida 34104.

**ARTICLE VII
CORPORATE RESTRICTIONS**

A. Subject to the restrictions and limitations hereinafter set forth, the Corporation will use and apply the whole or any part of its income and its principal exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions 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.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other 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.

C. 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.

D. 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.

E. 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.

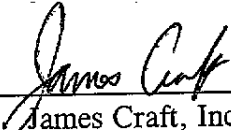
F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. 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.

H. 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.

I. 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 Superior 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.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation,
this 9 day of July, 1999.

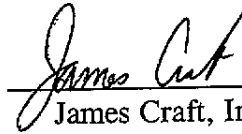


James Craft, Incorporator

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

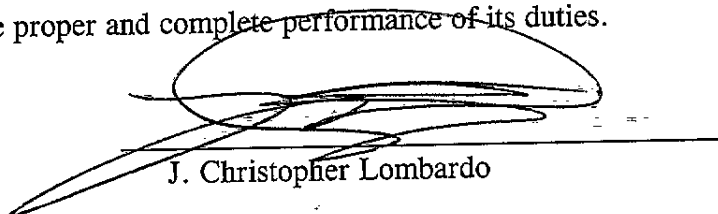
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, Charitable Odds Foundation, Inc. desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at 768 Commercial Blvd., Naples,
Florida 34104, has named J. Christopher Lombardo, located at Suite 710, 801 Laurel Oak Drive,
Naples, Florida 34108, as its agent to accept service of process within Florida.


James Craft, Incorporator

Dated: July 9, 1999

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, J. Christopher Lombardo hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.


J. Christopher Lombardo

Dated: July 13, 1999

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99 JUL 16 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA