

N99000006735



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 482161 9104A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : November 15, 1999

ORDER TIME : 4:10 PM

ORDER NO. : 482161-005

100003044901--0

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons

HOLLAND & KNIGHT

HOLLAND & KNIGHT

Suite 1600

200 Central Avenue

Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: NOREN 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: Jamela Abaied

EXAMINER'S INITIALS:

11/16/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 AM 9:43

RECEIVED
99 NOV 15 PM 4:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation

Noren Foundation, Inc.

99 NOV 15 AM 9:43

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporate Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name

The name of this Corporation is Noren Foundation, Inc.

Article II. Existence

The Corporation shall have perpetual existence.

Article III. Charitable Purpose

A. The Corporation is organized as a not-for-profit corporation.

B. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Article IV. No Private Benefit

A. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

B. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article 3 above.

C. 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

or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

D. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the federal or state government for a public purpose.

Article V. Private Foundation Limitation on Powers

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

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

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.

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

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

Article VI. Members

A. The sole class of members of this Corporation shall be its Board of Directors. Each member shall have one (1) vote as a member.

B. Members shall not be liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessment.

C. Member quorum requirements and other matters dealing with members and membership shall be contained in the Bylaws.

Article VII. Principal Address of Corporation

The street address of the initial principal office of the Corporation is 3489 Shoreline Circle, Palm Harbor, FL 34684.

Article VIII. Mailing Address of Corporation

The mailing address of the initial principal office of the Corporation is 3489 Shoreline Circle, Palm Harbor, FL 34684.

Article IX. Registered Agent

The name of the initial registered agent of the Corporation is Richard O. Jacobs. The address of the registered agent is Suite 1600, Two Hundred Central Avenue, St. Petersburg, FL 33701.

Article X. Board of Directors

A. The affairs of the Corporation shall be managed, and its powers exercised, by a Board of Directors of not less than three (3) persons, as provided in the Bylaws from time to time.

B. Each Director shall hold office for a period of one (1) year and until his or her successor qualifies in office.

C. Meetings shall be held at the time and the date provided in the Bylaws.

D. Directors shall be elected in the manner provided in the Bylaws.

E. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board.

F. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Article XI. Incorporator

The name of the Incorporator of the Corporation is Richard O. Jacobs. His address is Suite 1600, Two Hundred Central Avenue, St. Petersburg, FL 33701.

Article XII. Initial Board of Directors

The members of the initial Board of Directors and their residential addresses are:

1. William F. Noren, 3489 Shoreline Circle, Palm Harbor, FL 34684.
2. Robert E. Noren, Jr., 11552 Greenlawn Ave., Plymouth, IN 46563.
3. Melody W. Ryan, 111 Highwood Drive, Manchester, CT 06040.

Article XIII. Officers

The initial officers of the Corporation are:

1. President William F. Noren
2. Vice President Robert E. Noren, Jr.
3. Secretary Melody W. Ryan
4. Treasurer William F. Noren

Article XIV. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

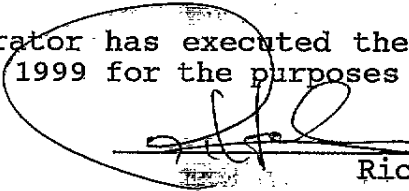
Article XV. Amendments to Articles

The Articles of this Corporation may be amended from time to time in accordance with applicable law and the Bylaws.

Article XVI. Effective Date

This Corporation shall be effective upon filing of these Articles.

The undersigned incorporator has executed these Articles of Incorporation on November 12, 1999 for the purposes stated herein.


Richard O. Jacobs

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 office.



Richard O. Jacobs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 AM 9:43