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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Gary Carter Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
THE GARY CARTER FOUNDATION, INC.

a Florida not-for-profit corporation

The undersigned, for the purpose of forming a corporation not-for-profit under Sections 617.006 and 617.1007, Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

(A) The name of the corporation is THE GARY CARTER FOUNDATION, INC., a Florida not-for-profit corporation.

(B) The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

(C) The principal office of the corporation will be located at 2134 Chagall Circle, West Palm Beach, FL 33409.

(D) The Registered Agent of the corporation is FHS Corporate Services, Inc., located at 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

(E) The mailing address of the corporation is 2134 Chagall Circle, West Palm Beach, FL 33409.

ARTICLE II

The purpose for which this not-for-profit corporation is formed and objectives to be carried on and promoted by it, are as follows:

(A) For such lawful purposes for which corporations may be incorporated under Chapter 617 of the Florida Statutes governing not-for-profit corporations

(B) For charitable purposes within the meaning of Section 501(c)(3).

(C) Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

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(D) The Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article II and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Code and which would, at all times, qualify the corporation as a Section 509(a)(3) support organization.

ARTICLE III

Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as and now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida, including but not limited to the following:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate, intangible and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.

(D) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, director, or other officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be designated by the Directors to be used for purposes similar to those of this corporation.

(E) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE IV

(A) The corporation will distribute its income for each tax year at such time and in such manner as not be come subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section(s) of any future federal tax code.

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

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

(D) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section(s) of any future federal tax code.

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

ARTICLE V

The number of Directors of the corporation shall be not less than three (3) nor more than eleven (11) and shall be elected by the members of the corporation from the membership. The number of Directors may be increased or decreased as set forth in the By-laws of the corporation, as said By-laws may be amended from time to time by the affirmative vote of a majority of the Directors of the Corporation.

The initial directors are set forth below:

<u>Name</u>	<u>Address</u>
Gary E. Carter	15 Huntley Drive Palm Beach Gardens, FL
Sandra K. Carter	5 Huntley Drive Palm Beach Gardens, FL
Susan L. Petersen	Deloitte & Touche, LLP 1645 Palm Beach Lakes Blvd. West Palm Beach, FL 33401

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Thomas M. Nolan

Thomas M. Nolan
Atlantic Capital Management
2134 Chagall Circle
West Palm Beach, FL 33409

The officers of this corporation, as provided by the Bylaws of the corporation, shall be elected by the Directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year.

ARTICLE VI

The annual meeting of the Board of Directors governing this corporation shall be held in accordance with the Bylaws.

ARTICLE VII

These Articles of Incorporation may be amended by a majority vote of the Directors at any regular meeting, or any special meeting called for this purpose, after first giving at least ten (10) days notice to the Directors.

ARTICLE VIII

The Bylaws of the corporation shall be adopted by the Directors and may be amended from time to time by a majority vote of the Directors present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX

Upon dissolution of the corporation, other than incident to a merger or consolidation of the corporation into or with a not-for-profit corporation, association or trust, or other organization devoted to such similar purpose which is exempt as an organization described in Sections 501(c)(3) of the Code, or corresponding sections of any prior or future law, the operations of the corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the corporation, the Board of Directors shall, after paying or making provisions 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, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent

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jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such exempt organization or organizations as such Court shall determine.

ARTICLE X

The name and address of the initial incorporator is as follows:

Oren S. Tasini, Esq.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned incorporator has this 3rd day of November, 1999, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Oren S. Tasini, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of, Section 617.0501 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.

By: [Signature]
Oren S. Tasini,
Its Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME personally appeared Oren S. Tasini: []who produced the following identification _____; [X]who is personally known to me; and who acknowledged before me that he is the person described in and who executed the foregoing Acceptance by Registered Agent, and that he executed the same as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 30th day of November, 1999.

SEAL:



Lori A. Chiaizla
MY COMMISSION # CC715596 EXPIRES
February 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public

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