

ARTICLES OF INCORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Florida 22 Congressional District Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2525 Lake Drive, Suite C4
Singer Island, Florida 33404

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(arc): The specific purpose for which the corporation is organized is to encourage philanthropy for charitable purposes by individuals and entities, and in general, the corporation shall be authorized to conduct any lawful activity permitted by a Florida not-for-profit corporation consistent with Section 501(c)(3) of the Internal Revenue Code as amended, or the corresponding section of any future United States Internal Revenue Law.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is: The method of election of directors shall be stated in the Bylaws.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

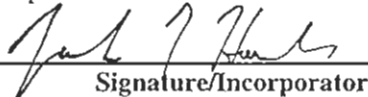
The name and Florida street address of the initial registered agent are:

Dr. J. T. Houk
2525 Lake Drive, Suite 512
Singer Island, Florida 33404

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: J.T. Houk, III 2525 Lake Drive, Singer Island, Florida 33404.

Article VII ADDITIONAL PROVISIONS These Articles of Incorporation shall include the provisions set forth in Attachment A to these Articles of Incorporation.



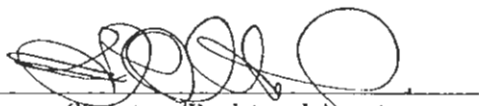
Signature/Incorporator
J.T. Houk, III

12/21/99

Date

(An additional article must be added if an effective date is requested.)

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.



Signature/Registered Agent
Dr. J.T. Houk

12/21/99

Date

**Attachment A to Articles of Incorporation
Florida 22 Congressional District Foundation, Inc.,
a Florida Not-for-Profit Corporation**

DISSOLUTION

- A. In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of the corporation, the assets of the corporation remaining after the payment of the corporation's debts shall be conveyed or distributed only to such organization or organizations created for non-profit purposes similar to those of the corporation as the board of directors may determine, provided that such organization or organizations shall qualify at that time as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, to such organization or organizations as the court shall determine, which are organized and operated exclusively for such nonprofit religious, charitable, scientific or educational purposes.
- B. The corporation is organized and shall be operated exclusively for nonprofit religious, charitable, scientific or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- C. The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, except that the corporation may, in its discretion, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein. 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, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the 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, as amended (or the corresponding provisions of any future United States Internal Revenue law); or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

The corporation shall have all the powers of a Florida not-for-profit corporation, provided that none of the powers of the corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

2. INDEMNIFICATION

A. Liabilities Covered – The corporation

1. shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation), by reason of the fact that such person is or was serving or has agreed to serve at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, as permitted by the corporation laws of the State of Florida, as from time to time in effect, and
2. may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of the corporation, or is or was serving or has agreed to become an employee or agent of the corporation, or is or was serving or has agreed to serve at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, upon a determination of the Board of Directors of the corporation that such person should be indemnified,

against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Any and all indemnification provided by the corporation shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority

of the disinterested directors of the corporation, to the fullest extent permitted by law.

B. ADVANCE PAYMENT OF EXPENSES

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is lawfully entitled to be indemnified by the corporation.

C. INSURANCE

The Board of Directors shall have the power to cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Florida 22 Congressional District Foundation, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

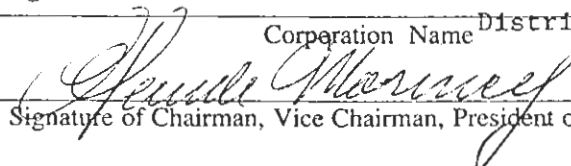
Article I is hereby amended to read as follows: The name of the corporation shall be: Congressional District Foundations, Inc.

SECOND: The date of adoption of the amendment(s) was: June 28, 2000

THIRD: Adoption of Amendment (CHECK ONE)

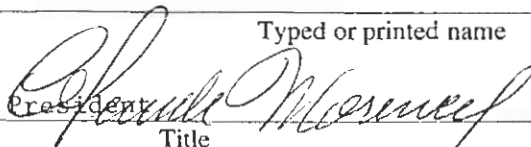
- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Florida 22 Congressional District Foundation, Inc. (name changed to Congressional
District Foundations, Inc.)
Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Claude Morency

Typed or printed name


President
Title

Date

19 July 2000