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Goodman & Breen

ATTORNEYS AT LAW

Dorothy M. Breen*
Nancy J. Gibbs
Kenneth D. Goodman*

3838 Tamiami Trail North, Suite 300
Naples, Florida 34103
(941) 403-3000
Fax (941) 403-0010

*Board Certified Attorney in
Wills, Trusts & Estates Law

September 11, 2000

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Farrell Family Foundation, Inc.

100003390071--2
-09/12/00--01063--004
*****78.75 *****78.75

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Incorporation and a check in the amount of \$78.75, representing the appropriate filing fees for the Articles of Incorporation and Acceptance (Designation) of Registered Agent, and issuance of certified copy of same, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

M. Osburn

Manetta Osburn, Assistant to
Kenneth D. Goodman

Enclosures

FILED
00 SEP 12 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjc 9/14

ARTICLES OF INCORPORATION
OF
FARRELL FAMILY FOUNDATION, INC.
(A Corporation Not for Profit)

FILED
00 SEP 12 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name, street address of the initial principal office and mailing address of the corporation are:

FARRELL FAMILY FOUNDATION, INC.
11522 Welters Way
Eden Prairie, Minnesota 55347

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

- (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by 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).

ARTICLE IV - MEMBERSHIP

Membership to this corporation shall be regulated pursuant to the Bylaws of the corporation.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be elected as set forth in the Bylaws of the corporation.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members, and until their successors are duly elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank S. Farrell, Sr.	4451 Gulf Shore Blvd. North, #504 Naples, Florida 34103
Frank S. Farrell, Jr.	11522 Welters Way Eden Prairie, MN 55347
Mary Jane Rasmussen	8 Mathieu Dr. Westboro, Massachuestts 01581
Alfred C. Farrell	3179 Via Abitare Coconut Grove, Florida 33133

ARTICLE VI - BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE VII - DISTRIBUTION UPON DISSOLUTION

Upon the dissolution 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 for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the board of directors at any regular or special meeting of the Board, provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting.

ARTICLE IX - REGISTERED OFFICE

The name and address of the corporation's initial registered agent and office are:

Kenneth D. Goodman
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE X - INCORPORATORS

The name and address of the incorporator are:

Kenneth D. Goodman
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of June, 2000.

KDG
Kenneth D. Goodman

STATE OF FLORIDA
COUNTY OF COLLIER

FILED
00 SEP 12 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 8th day of June, 2000, by **Kenneth D. Goodman**, who is personally known to me or has produced a driver's license as identification and who took an oath.

NOTARY PUBLIC:

Sign *Manetta Osburn*

Print MANETTA OSBURN
State of Florida at Large
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

KDG
Kenneth D. Goodman
Registered Agent