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J. PATRICK DYAL
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N 99 00001831

March 15, 1999

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99 MAR 18 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: FORESTER FAMILY FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for FORESTER FAMILY FOUNDATION, INC. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee, certified copy and registered agent designation. We WILL NOT require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER

Romney C. Rogers

RCR/lst
Encs.

F. CHESSER MAR 24 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FORESTER FAMILY FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

Article I - Name

The name of this corporation shall be:

FORESTER FAMILY FOUNDATION, INC.

The principal place of business of this corporation shall be: 1105 South Rio Vista Boulevard, Fort Lauderdale, Florida 33316.

Article II - Duration

The period of the duration of this corporation is perpetual, unless dissolved according to law.

Article III - Purpose

The purposes for which the corporation is to be formed are exclusively charitable, to-wit:

- (a) To receive and maintain a fund or funds of real or personal property, or both, and,

subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, 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 its Regulations 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 any member, director, trustee, officer of the corporation, or any 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 member, trustee, 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 the 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 this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and

its Regulations 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 such Code and Regulations as they now exist or as they may hereafter be amended.

- (i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article IV - Membership

The corporation will be a non-membership corporation.

Article V - Election of Directors

The Directors of the corporation shall be elected in the manner provided by the By-Laws of the corporation.

Article VI - Board of Directors

The number of Directors constituting the initial Board of Directors shall be five (5) persons. The number of directors may increase or decrease but in no event shall there be less than three (3) directors. The names and addresses of the persons who are to serve as Directors until the first meeting of the corporation or until their successors are elected and qualified are:

SAMUEL J. FORESTER, JR.
1105 S. Rio Vista Boulevard
Fort Lauderdale, FL 33316

SHARRA JAN FORESTER
1105 S. Rio Vista Boulevard
Fort Lauderdale, FL 33316

JULIE FRANCES FORESTER
1105 S. Rio Vista Boulevard
Fort Lauderdale, FL 33316

WHITNEY HELEN FORESTER
1105 S. Rio Vista Boulevard
Fort Lauderdale, FL 33316

SAMUEL J. FORESTER, III
1105 S. Rio Vista Boulevard
Fort Lauderdale, FL 33316

Article VI - Dissolution

In the event of dissolution, the residual assets of the foundation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) as the same now exists or as it may be amended from time to time. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article VII - Incorporator

The name and address of the Incorporator is as follows:

ROMNEY C. ROGERS
Rogers, Morris & Ziegler
1401 East Broward Boulevard, Suite 300
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16th day of March, 1999.

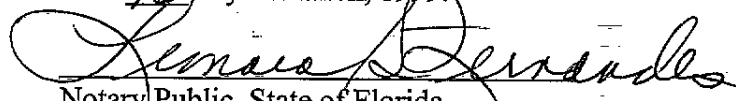

ROMNEY C. ROGERS, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **ROMNEY C. ROGERS** who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid on this 16th day of March, 1999.


Notary Public, State of Florida
Print Name: _____
Commission No.: _____



**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

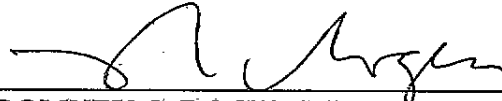
1. The name of the corporation is:

FORESTER FAMILY FOUNDATION, INC.

2. The name and address of the registered agent and office is:

ROMNEY C. ROGERS
Rogers, Morris & Ziegler
1401 East Broward Boulevard, Suite 300
Fort Lauderdale, FL 33301

DATED this 16th day of March, 1999.



ROMNEY C. ROGERS, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.

DATED this 16th day of March, 1999.



ROMNEY C. ROGERS

99 MAR 18 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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