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FLORIDA NON-PROFIT CORPORATION

THE DON BREWER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
Don Brewer Foundation, Inc.
(A Nonprofit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 Name. The name of the corporation is Don Brewer Foundation, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 421 West Church Street, Suite 222, Jacksonville, Florida 32202.

Section 1.3 Mailing Address. The mailing address of the corporation is 421 West Church Street, Suite 222, Jacksonville, Florida 32202.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of 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) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the corporation's purposes shall include the enhancement of children services activities; the making of grants to other organizations exempt under Section 501(c)(3) of the Internal Revenue Code; the making of grants (exclusively for public purposes) to governmental units described in Section 170(c)(1) of the Internal Revenue Code; and undertaking such activities as will further the general purposes described herein.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. The corporation shall have five (5) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

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Section 3.3 Names and Addresses of First Members of the Board of Directors.

The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Toni Crawford	421 West Church Street Suite 222 Jacksonville, FL
Michael Munz	421 West Church Street Suite 222 Jacksonville, FL
Jeri Brewer	421 West Church Street Suite 222 Jacksonville, FL
Shannon McGlynn	421 West Church Street Suite 222 Jacksonville, FL
Fred Ciarloni	421 West Church Street Suite 222 Jacksonville, FL

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any directors, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 in Section 2.1 of these Articles. 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 (or in opposition to) any candidate for public

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office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4.2 Private Foundation Provisions. At any time when the corporation is or becomes a "Private foundation" within the meaning of Section 509(a) of the Internal Revenue Code, the following additional limitations on the corporation's activities shall apply:

1. 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.
2. The corporation shall not engage in any action of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the corporation, or the winding upon of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or to governmental units described in Section 170(c)(1) of the Internal Revenue Code. 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 corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the court shall determine.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

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**ARTICLE VII
INCORPORATOR**

Section 7.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert S. Bernstein	200 Laura Street Jacksonville, Florida 32202

**ARTICLE VIII
TERM OF EXISTENCE**

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE IX
BYLAWS**

Section 9.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

**ARTICLE X
AMENDMENT**

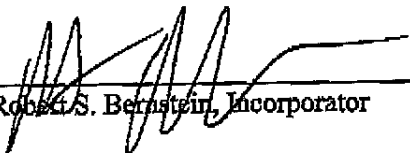
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

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ARTICLE XI

Section 11.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all power and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 27th day of March, 2000.



Robert S. Bernstein, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
C.V. Hedrick, Authorized Signatory

Date: March 27, 2000

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