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June 21, 2000

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

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: FLORIDA K OF C CHARITIES, INC.
(a Corporation Not For Profit)
Check in the amount of \$70.00

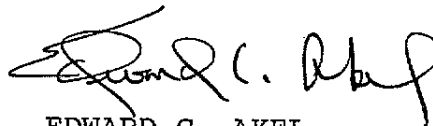
Dear Sir:

Enclosed are original and copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. Dennis J. Stoddard
Marshall D. Gunn, Jr., C.P.A.

00 JUN 23 PM 1:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-27-00
7

ARTICLES OF INCORPORATION
OF
FLORIDA K OF C CHARITIES, INC.
A Nonprofit Corporation

FILED
00 JUN 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the incorporator, with other persons being desirous of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do form a nonprofit corporation and agree to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:
FLORIDA K OF C CHARITIES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to be organized and shall operate for charitable, scientific and educational purposes for the benefit of the general public to establish, promote, assist, contribute to or otherwise encourage charitable and educational pursuits and to support and cooperate with such activities of the Florida State Council of the Knights of Columbus and its Florida chapters; in connection therewith, to make distributions, awards and gifts for such purposes; and to do any such acts as are necessary or convenient to attain these purposes.

The corporation intends to qualify for an exemption from taxation under Section 501(c)(3) and qualification under Section 170(c)(2) of the Internal Revenue Code, the corporation shall be

prohibited from engaging in any activity prohibited by such sections and regulations and authority promulgated under such sections of the Code; if necessary these Articles of Incorporation shall be amended as may be required to qualify for any such exemption on qualification. 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 office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and By-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE III

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 in Article II.

ARTICLE IV

Upon the liquidation or dissolution of this corporation, the property of this corporation then remaining after provision for liabilities shall be distributed to its members (at the time of the vote to dissolve) on a pro rata basis unless such distribution is prohibited by the applicable exemption from taxation or qualification that may subsequently be obtained; if such distribution to members is prohibited as provided above, distribution shall be made to one or more organizations which are exempt organizations and qualified under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as may be amended, or to the United States, State or local government for exclusive public purposes.

ARTICLE V

The membership of this corporation shall constitute all persons hereinafter named as officers and directors, who are adult persons of good character and good reputation and who support and respect the charitable activities of Florida State Council of Knights of Columbus.

ARTICLE VI

The name and address of the incorporator to these Articles is:

EDWARD C. AKEL 1 Independent Drive, Suite 2301
 Jacksonville, Florida 32202

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VIII

The business of this corporation shall be managed by the Board of Directors. This corporation shall have FIVE directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than THREE nor more than SEVEN. The Board of Directors shall be elected and hold office in accordance with the By-laws.

ARTICLE IX

The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first meeting of the members of the corporation are:

DENNIS J. STODDARD	5964 Terry Parker Dr., North Jacksonville, Florida 32211
DAVID K. TEBO	1230 Buena Drive Lakeland, Florida 33805
JOHN MCGIVERN	6695 Millay Drive Orlando, Florida 32809
JOHN L. HEMEL	3135 Shady Dell Lane, #117 Melbourne, Florida 32935
DEWEY D. MARSHALL	13025 Birch Bark Court, N. Jacksonville, Florida 32246

ARTICLE X

The initial officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the By-laws. The names of the persons who are to serve as officers

of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President	- Dennis J. Stoddard
Vice President	- David K. Tebo
Vice President	- John L. Hemel
Secretary	- Dewey D. Marshall
Treasurer	- John McGivern

ARTICLE XI

The conduct of the business and affairs of this corporation shall be governed by these Articles and By-laws.

The By-laws of this corporation shall be such By-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE XII

These Articles of Incorporation may be amended at any regular meeting, a quorum being present, by two-thirds (2/3) vote of members being present.

ARTICLE XIII

The street address of the initial office of this corporation shall be c/o DENNIS J. STODDARD, 5964 Terry Parker Drive, North, Jacksonville, Florida 32211-2393.

The registered office of this corporation and the registered agent at that address are:

Registered Agent

EDWARD C. AKEL

Registered Office


1 Independent Drive, Suite 2301
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal on this 21st day of June, 2000.


EDWARD C. AKEL


ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


EDWARD C. AKEL
1 Independent Drive, Suite 2301
Jacksonville, Florida 32202

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of June, 2000, by EDWARD C. AKEL, the Incorporator, X personally known to me; or _____ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.


NOTARY PUBLIC - STATE OF FLORIDA
Print Name: _____
My Commission Expires Gaip POITEVINT
Commission No. NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES MAY 11, 2002
COMM. NO. CC721210

FILED
00 JUN 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA