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FLORIDA NON-PROFIT CORPORATION

COMMERCIAL REAL ESTATE WOMEN-JACKSONVILLE, INC.

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**ARTICLES OF INCORPORATION
OF
COMMERCIAL REAL ESTATE WOMEN - JACKSONVILLE, INC.
(A Nonprofit Corporation)**

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

**ARTICLE I
NAME**

Section 1.1. Name. The name of the corporation is Commercial Real Estate Women - Jacksonville, Inc.

Section 1.2. Address of Principal Office. The address of the principal office of the corporation is P. O. Box 350346, Jacksonville, Florida 32235-0346.

Section 1.3. Mailing Address. The mailing address of the corporation is P.O. Box 350346, Jacksonville, Florida , 32235-0346.

**ARTICLE II
PURPOSES**

Section 2.1. Purposes. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized for the purpose of providing a forum for professionals actively involved in commercial real estate, to promote professional interaction, ethics and integrity, to provide educational opportunities, to expand centers of influence of its members, and to utilize a support network, and to undertake 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. This corporation shall have sixteen (16) 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:

Name	Address
Amelia B. Sterling	P.O. Box 350346, Jacksonville, FL 32235-0346
Cathy Disbrow Courson	P.O. Box 350346, Jacksonville, FL 32235-0346
Juliana Rowland McFarland	P.O. Box 350346, Jacksonville, FL 32235-0346
Laura Head	P.O. Box 350346, Jacksonville, FL 32235-0346
Lora Small	P.O. Box 350346, Jacksonville, FL 32235-0346
Traci Jenks	P.O. Box 350346, Jacksonville, FL 32235-0346
Caryn Carriero	P.O. Box 350346, Jacksonville, FL 32235-0346
Rosemary Jackson	P.O. Box 350346, Jacksonville, FL 32235-0346
Tana J. Stringfellow	P.O. Box 350346, Jacksonville, FL 32235-0346
Rhettta Nussbaum	P.O. Box 350346, Jacksonville, FL 32235-0346
Lori Lane	P.O. Box 350346, Jacksonville, FL 32235-0346
Christine T. Adams	P.O. Box 350346, Jacksonville, FL 32235-0346
Michelle P. Guest	P.O. Box 350346, Jacksonville, FL 32235-0346
Gerri Jones	P.O. Box 350346, Jacksonville, FL 32235-0346
Beth Spreitzer	P.O. Box 350346, Jacksonville, FL 32235-0346
Kimberly Waterhouse	P.O. Box 350346, Jacksonville, FL 32235-0346

ARTICLE IV LIMITATIONS

Section 4.1. Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with 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 any candidate for public office.

ARTICLE V DISSOLUTION

Section 5.1. Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organizations to be selected by the board of directors of the corporation. 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 then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

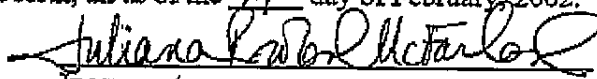
Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida, 32202, and the name of the initial registered agent of this corporation at that address is F & L Corp.

**ARTICLE VII
INCORPORATOR**

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

Name	Street Address
<u>Juliana R. McFarland</u>	<u>200 Laura Street, Jacksonville, FL, 32202</u>

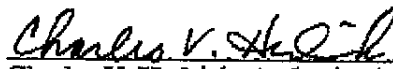
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 14th day of February, 2002.


Incorporator

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, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F & L Corp.


Charles V. Hedrick, Authorized Signatory

Date: February 14, 2002

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