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REFERENCE : 684496 7274201

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL 30 PM 12:07

ORDER DATE : July 30, 2002

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ORDER NO. : 684496-005

CUSTOMER NO: 7274201

CUSTOMER: Thomas M. Reiter, Esq
Brant Abraham Reiter &
McCormick, P.a.
50 North Laura Street
Suite 2750
Jacksonville, FL 32202

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BETSY ROSS LOVETT PRIVATE
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

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F. CHESLER JUL 31

**ARTICLES OF INCORPORATION
OF
BETSY ROSS LOVETT PRIVATE FOUNDATION, INC.**

ARTICLE I. - NAME

Section 1. The name of this Corporation shall be BETSY ROSS LOVETT PRIVATE FOUNDATION, INC.

ARTICLE II. - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. - GENERAL AND SPECIFIC PURPOSES; PROHIBITED ACTIVITIES

Section 1. General and Specific Purposes. The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder or the corresponding provisions of any future United States Revenue Law. The specific function of the corporation shall be to hold assets for investment and to distribute at a minimum the income therefrom exclusively to one or multiple charitable, educational and/or religious organizations that qualify as a public charity within the meaning of Section 501(c)(3) and Section 509(a)(1), (2), or (3) of the Code.

Section 2. Prohibited Activities. This corporation shall not attempt to influence legislation by propaganda or otherwise; nor shall it directly or indirectly participate in, or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of or in opposition to any candidate for public office. This corporation may not (i) engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code; (ii) retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code; (iii) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (iv) make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed in Section 4945(a) of the Code. Further, the corporation shall distribute for its exempt purpose, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

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ARTICLE IV. - TERM

This corporation shall have a perpetual existence.

ARTICLE V. - NON-MEMBERSHIP CORPORATION

The corporation shall not have any members.

ARTICLE VI. - INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

BRANT, ABRAHAM, REITER & MCCORMICK, P.A.
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

ARTICLE VII. - LOCATION OF PRINCIPAL
OFFICE AND IDENTIFICATION OF REGISTERED AGENT

Section 1. The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Duval. The street address of the initial principal office of this corporation is 1010 East Adams Street, Jacksonville, Florida 32202. The mailing address of the initial principal office of this corporation is P.O. Box 4069, Jacksonville, Florida 32201.

Section 2. The street address of this corporation's initial registered office and the name of its initial registered agent at such address are BRANT, ABRAHAM, REITER & MCCORMICK, P.A., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

ARTICLE VIII. - MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no fewer than three (3) persons and no more than fifteen (15) persons; provided, however, that such number may be changed (but not less than three (3)) by a bylaw duly adopted by the directors. The method of election of the members of the board of directors shall be stated in the bylaws of the corporation.

The directors named herein as the first board of directors shall hold office as set forth in the bylaws of the corporation. The names and addresses of such initial members of the board of directors shall be:

Mrs. Elizabeth R. Lovett
3945 Ortega Boulevard
Jacksonville, FL 32244

Mrs. Carol B. Hertle
1010 East Adams Street
Jacksonville, FL 32202

Thomas M. Reiter, Esq.
50 N. Laura Street, Suite 2750
Jacksonville, FL 32202

Section 2. Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Elizabeth R. Lovett	President
Carol B. Hertle	Vice President/Secretary/Treasurer
Thomas M. Reiter	Vice President

ARTICLE IX. - BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE X. - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE XI. - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. - STOCK

This corporation shall not have any power to issue certificates of stock or declare dividends.

ARTICLE XIII. - AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be adopted by the majority vote of the board of directors at a regular or special meeting called for said purpose or by following the procedures set forth therefor in the bylaws.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on July 29, 2002.

BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.

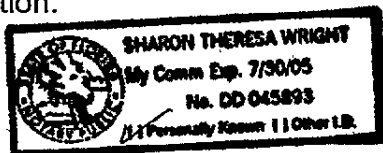
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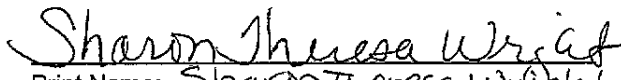
Thomas M. Reiter

Its: Vice-President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of July, 2002, by Thomas M. Reiter, who is personally known to me or has produced _____ as identification.




Print Name: Sharon Theresa Wright
Notary Public, State of Florida at Large
Commission No.: DD 045893
My Commission Expires: 7/30/05

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for BETSY ROSS LOVETT PRIVATE FOUNDATION, INC. a Florida not for profit corporation, in accordance with Florida Statutes, Section 617.0501, as may be amended from time to time.

BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.

By: 

Thomas M. Reiter

Its: Vice-President

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