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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

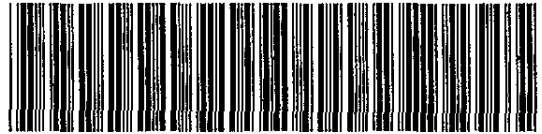
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**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: BORROWING TIME FOUNDATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: MARSHALL D. GUNN, JR  
Name (Printed or typed)

4887 Belfort Road Suite 201  
Address

JACKSONVILLE, FLORIDA 32256  
City, State & Zip

904-296-2024 X211  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**Articles of Incorporation**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Borrowing Time Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4887 Belfort Road, Suite 201 Jacksonville, Florida 32256

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

This corporation is organized exclusively for charitable, religious and educational 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.

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 Third hereof. 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 (a) by 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 (b) by 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

**ARTICLE IV MANNER OF ELECTION**

The Board of Directors of this corporation shall not be less than three at any time. The number of Directors may vary from time to time between a minimum of three and a maximum of nine. Future Directors shall be elected by a majority vote of the existing directors.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

Director: Marshall D. Gunn, Jr. 4887 Belfort Road Suite 201 Jacksonville, Florida 32256

Director: Henri Landwirth 4887 Belfort Road Suite 201 Jacksonville, Florida 32256

Director: Linda M. Landwirth 4887 Belfort Road Suite 201 Jacksonville, Florida 32256

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COUNTY OF JACKSONVILLE  
FLORIDA

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the registered agent is:


Marshall D. Gunn, Jr. 4887 Belfort Road Suite 201 Jacksonville, Florida 32256

**ARTICLE VII INCORPORATOR**

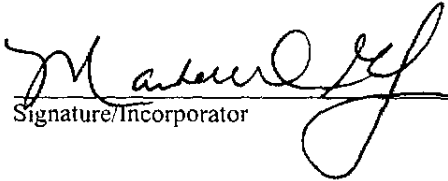
The name and address of the Incorporator is:

Marshall D. Gunn, Jr. 4887 Belfort Road Suite 201 Jacksonville, Florida 32256

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

3/12/06  
Date

  
\_\_\_\_\_  
Signature/Incorporator

3/12/06  
Date

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COURT