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5/24

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 2006

Secretary of State's Office
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: Bowden Foundation for Ethical Leadership, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation and our check for \$78.75. Also enclosed is an extra copy of the Articles for the certified copy. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause
Secretary to Robert A. Pierce

/cv

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOWDEN FOUNDATION FOR ETHICAL LEADERSHIP, INC.
A Florida Not-for-profit Corporation**

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.
Name**

The name of this Corporation shall be **Bowden Foundation For Ethical Leadership, Inc.**

**Article 2.
Principal Office**

The principal place of business and mailing address of the Corporation shall be 2507 Double Eagle Court, Tallahassee, Florida 32312.

**Article 3.
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3). Specifically, The Corporation will provide resources and financial support to organize a leadership center that shall train, educate and motivate students, professors and business and community leaders in ethically based leadership skills, including Bobby Bowden's leadership principles ensuring that his leadership skills and principles are transferred to future generations. The corporation may also provide resources and support to other similar organizations or programs and fund academic research related to integrity based leadership studies. The foundation may fund other programs that are expected to build awareness of Bobby Bowden to a broader audience including leaders and potential leaders in all walks of life.

Article 4.
Corporate Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Article 5.
Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than five. The manner, term and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of five members, set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been nominated by the entity and accepted by the Board or until their earlier resignation, removal from office, inability to act, or death as provided in the Bylaws:

Mark K. Scott
2507 Double Eagle Court
Tallahassee, Florida 32312

Joy Watkins
564 Rhoden Cove Road
Tallahassee, Florida 32312

Steve Evans
3960 Bobbin Brook Circle
Tallahassee, Florida 32312

Steve Bowden
Suite 306
105 Market Street
Carillon Beach, Florida 32413

Elizabeth Scott
2507 Double Eagle Court
Tallahassee, Florida 32312

Article 6. **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 7. **Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any 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, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer,

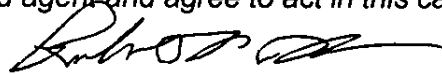
director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Robert A. Pierce
227 South Calhoun Street
Tallahassee, Florida 32301

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



Robert A. Pierce, Registered Agent

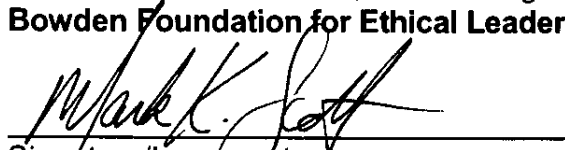
Article 9.
Incorporator

The name and address of the incorporator of the Corporation are:

Mark K. Scott
2507 Double Eagle Court
Tallahassee, Florida 32312

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of **Bowden Foundation for Ethical Leadership, Inc.** on this 22nd day of May, 2006.



Signature/Incorporator
Mark K. Scott