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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-19-07
cc

COVER LETTER

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

SUBJECT: TOM ATWELL MEMORIAL FUND, 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: Ben H. Darby, Jr.
Name (Printed or typed)

P.O. Box 2971
Address

Lakeland, FL 33806-2971
City, State & Zip

(863) 683-7400
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
TOM ATWELL MEMORIAL FUND, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be:

TOM ATWELL MEMORIAL FUND, INC.

The initial principal office of this corporation shall be located at 420 Howard Avenue, Lakeland, Florida 33815, which office may be changed from time to time by act of the Board of Directors.

**ARTICLE 2
Effective Date**

The existence of the corporation shall begin on September 17, 2007.

**ARTICLE 3
Purposes**

(a) This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further the said purposes.

(b) No part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued

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thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific or educational organizations which then would qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 4

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE 5
Members

This corporation shall have no members.

ARTICLE 6
Duration

This corporation shall have perpetual existence.

ARTICLE 7
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1202 Fairchild Road, Lakeland, Florida 33803, and the initial registered agent of this corporation at such office shall be Ben H. Darby, Jr. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 8
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Ben H. Darby, Jr.	1202 Fairchild Road Lakeland, Florida 33803

ARTICLE 9
Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws of this corporation and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 10
Directors'

The initial members of the Board of Directors of this corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualify:

<u>Name</u>	<u>Address</u>
Kale Albritton	420 Howard Avenue Lakeland, FL 33815
Terry S. Atwell	7220 Scenic Place Lakeland, Florida 33810
Ben H. Darby, Jr.	1202 Fairchild Road Lakeland, Florida 33803
James D. Golden	631 Wilder Road Lakeland, Florida 33809
Huelan Hill	400 Howard Avenue Apartment A Lakeland, Florida 33815
Dennis R. Jones	7533 Clementine Way Orlando, Florida 32819
Dick Norton	802 Forest Lake Drive Lakeland, Florida 33809
Pete Sherwin	6809 East Road Lakeland, Florida 33809

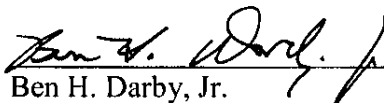
ARTICLE 11
Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 12
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


Ben H. Darby, Jr.

TOM ATWELL MEMORIAL FUND, INC.

Acceptance of Service as Registered Agent

The undersigned, Ben H. Darby, Jr., having been named as registered agent to accept service process for the above-named corporation at the registered office designated in the Articles Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 17TH day of September, 2007.



Ben H. Darby, Jr.

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Lakeland, FL 33806-2971
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Daytime Telephone number

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