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(Requestor's Name)

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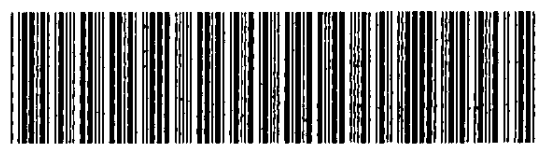
(Business Entity Name)

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DIVISION OF CORPORATIONS
08 JUN - 6 PM 1:59

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JOSEPH L. BOLES, JR.

Attorney at Law

19 Riberia Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

June 3, 2008

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32031

RE: M/C "Learning-for-Life" Legacy Fund, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida not-for-profit corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures

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ARTICLES OF INCORPORATION

08 JUN -6 PM 1:59

THE UNDERSIGNED, with other persons being desirous of forming a nonprofit corporation, under the provisions Chapter 617, Florida Statute, do agree to the following:

ARTICLE I

The name of the corporation is **M/C "LEARNING-FOR-LIFE" LEGACY FUND, INC.** The address of the principal office is 785 Viscaya Blvd., St. Augustine, St. Johns County, Florida and the mailing address of this corporation shall be 785 Viscaya Blvd., St. Augustine, St. Johns County, Florida.

ARTICLE II

The purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to encourage placing in proper perspective the history, heritage and legacy of a community— with the ultimate purpose being to reach out to today's generation of younger people to inspire them to (always) do their very best!! or to quote the revered Mr. Richard J. Murray, Principal of Murray High, "do right!" and support of such purposes, to be exclusively charitable, to make and receive contributions as and for organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and any corresponding law of the State of Florida.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and other persons may become regular members pursuant to the terms of the by-laws attached hereto.

ARTICLE IV

The names and addresses of the incorporators of these Articles are:

Gerald Eubanks
785 Viscaya Blvd.
St. Augustine, FL 32086

Dianne Chase
262 W. King St.
St. Augustine, FL 32084

Mary J. Shanks
Col. Mary J. Shanks
140 Lumby Lane
Stockbridge, GA 30281

Rev. Wallace Lockett
2521 MacGregor Way
Houston, TX 77004

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Gerald Eubanks
785 Viscaya Blvd.
St. Augustine, FL 32086

Dianne Chase
262 W. King St.
St. Augustine, FL 32084

Mary J. Shanks
Col. Mary J. Shanks
140 Lumby Lane
Stockbridge, GA 30281

Rev. Wallace Lockett
2521 MacGregor Way
Houston, TX 77004

The street address of the initial registered office of this corporation shall be 19 Riberia Street, St. Augustine, FL 32084 and the name of the initial registered agent of the corporation at that address is **JOSEPH L. BOLES, JR.**

ARTICLE VII

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 III 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.

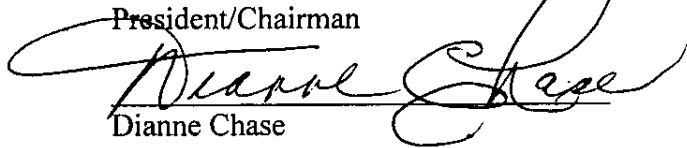
ARTICLE VIII

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.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hands and seals on this 19th day of November, 2007.



Gerald Eubanks
President/Chairman



Dianne Chase
Vice President/Vice Chairman



Col. Mary J. Shanks
Director

Rev. Wallace Lockett
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

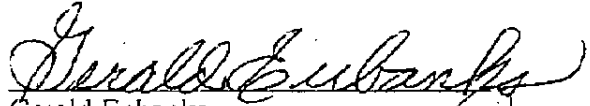
Pursuant to the provisions of Section 607.05-1, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is M/C "LEARNING-FOR-LIFE" LEGACY FUND, INC.

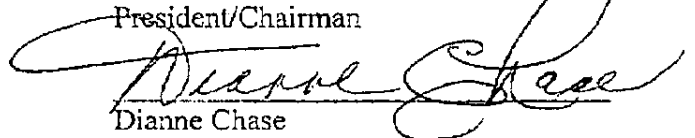
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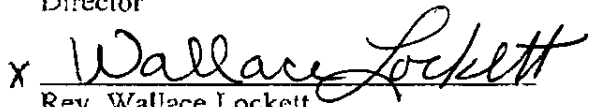
Gerald Eubanks
President/Chairman



Dianne Chase
Vice President/Vice Chairman



Col. Mary J. Shanks
Director

x 

Rev. Wallace Lockett
Director

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.05-1, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is M/C "LEARNING-FOR-LIFE" LEGACY FUND, INC.

2. The name and address of the registered agent and office is **JOSEPH L. BOLES, JR., 19 Riberia Street, St. Augustine, FL 32084**

Gerald Eubanks

Gerald Eubanks
President/Chairman

Dianne Chase

Dianne Chase
Vice President/Vice Chairman

~~Brig. Gen. Ronald L. Bailey
Director~~

Mary J. Shanks

Col. Mary J. Shanks
Director

x Wallace Lockett

Rev. Wallace Lockett
Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for M/C "LEARNING-FOR-LIFE" LEGACY FUND, INC., at the place designated in the Articles of Incorporation, **JOSEPH L. BOLES, JR.** agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

[Signature]
JOSEPH L. BOLES, JR.

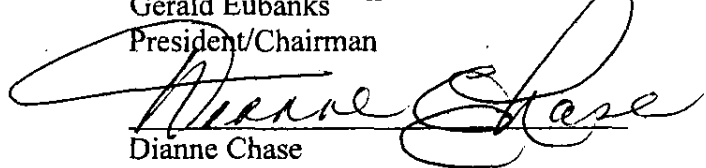
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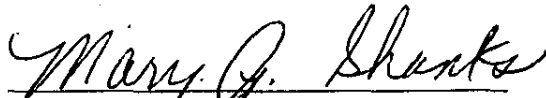
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Gerald Eubanks
President/Chairman



Dianne Chase
Vice President/Vice Chairman

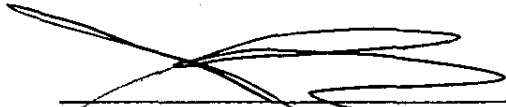


Col. Mary J. Shanks
Director

Rev. Wallace Lockett
Director

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JOSEPH L. BOLES, JR.

Date: 5-20, 2008

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