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NAME: JOHN H. SYKES CHARITABLE FOUNDATION, INC.
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ARTICLES OF INCORPORATION
OF
JOHN H. SYKES CHARITABLE FOUNDATION, INC.

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The undersigned incorporator, makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida 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:

JOHN H. SYKES CHARITABLE FOUNDATION, INC.

The address of this corporation shall be 901 S. Newport Avenue, Tampa, Florida 33606, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The purpose for which this corporation is formed is to operate exclusively for such charitable, scientific, literary, educational and such other charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue law, including for such purpose, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation

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affecting one or more of its purposes), and no director, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government for exclusive public purpose.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

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(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The corporation shall have no members.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:
R. James Robbins, Jr., 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be appointed in the manner and for the terms as provided in the bylaws of the corporation. The number shall not be less than three (3), however, the number of directors may be increased or decreased from time to time in the manner provided by the bylaws of the corporation, but shall never be less than three (3). 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.

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ARTICLE VIII

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is R. JAMES ROBBINS, JR. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

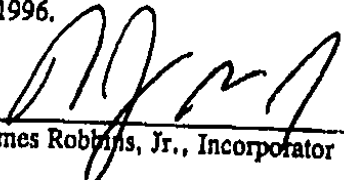
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ARTICLE X

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of the corporation. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 13th day of September, 1996.

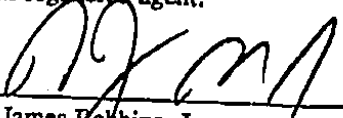


R. James Robbins, Jr., Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



R. James Robbins, Jr.

Date:

9/13/96