

N96000005339

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ROBERT D. MICHLEN
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT D. SCHILDERG
DARY L. WILKINSON
L. PETER JOHNSON (1942-1985)

October 11, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Demetree Family Foundation, Inc.

100001977351--3
-10/16/96--01079--014
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find an original and one copy of fully executed Articles of Incorporation of the above-referenced corporation, along with our firm check in the amount of \$122.50 made payable to the Secretary of State, State of Florida in order to cover filing costs and a certified copy of the same.

Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,



Phillip A. Delmont

PAD/rrb
Enclosures

DMC
10/17/96

FILED
96 OCT 14 PM 2:21
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DEMETREE FAMILY FOUNDATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
96 OCT 14 PM 2:21
TALLAHASSEE, FLORIDA

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned, hereby as incorporator, designates the following articles for the purposes and with the powers hereinafter mentioned.

ARTICLE 1

1.01. CORPORATION NAME. The name of this corporation is:
"Demetree Family Foundation, Inc."

ARTICLE 2

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE 3

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated for the purpose of providing humanitarian services to the physically, mentally or economically disadvantaged consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, hereinafter "Code") and for such other

religious, charitable, educational and humanitarian purposes as are consistent with its maintaining qualification as an exempt organization under said section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of religious, charitable, educational and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

(d) To do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(e) The provisions of this article 3 setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

ARTICLE 4

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE 5

5.01. REGISTERED AGENT AND PRINCIPAL OFFICE. The Registered Agent and the street address of the initial registered office and of the principal office of the corporation in the State of Florida shall be:

Elisa A. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207

ARTICLE 6

6.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of the following:

1. Jack C. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207
2. Betty A. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207
3. Mark C. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207

4. Jack C. Demetree, Jr.
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207
5. Elisa A. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207
6. Leslie D. Doherty
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207
7. Christopher C. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207

ARTICLE 7

7.01. INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

Elisa A. Demetree
3740 Beach Boulevard, Suite 300
Jacksonville, Florida 32207

ARTICLE 8

8.01. MEMBERSHIP. This Corporation shall have no members.

ARTICLE 9

9.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be distributed to Catholic Charities, U.S.A., to be used exclusively for such exempt purposes.

ARTICLE 10

10.01. AMENDMENT. These Articles may be amended in the manner provided by law.

ARTICLE 11

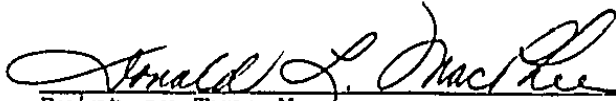
11.01. INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. This corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article 11 shall not adversely affect any right of protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 7th day of October, 1996.


Elisa A. Demetree, Incorporator

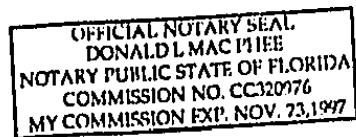
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7TH
day of October, 1996, by Elisa A. Demetree, who is personally known
to me or who has produced (N/A) as identification
and who did take an oath.



Print or Type Name: _____
Notary Public, State of Florida
at Large.

Commission No: _____
Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 OCT 14 PM 2:21

TALLAHASSEE, FLORIDA

In pursuance of Sections 48.091 and 617.023, Florida Statutes,
the following is submitted, in compliance with said Act:

The Demetree Family Foundation, Inc., desiring to organize
under the laws of the State of Florida with its registered office,
as indicated in the Articles of Incorporation at Jacksonville,
County of Duval, State of Florida, has named Elisa A. Demetree,
3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207, as
its agent to accept service of process within this state.

Acceptance - Having been named to accept service of process
for the above stated corporation, at the place designated in this
Certificate, I hereby accept such appointment, agree to act in this
capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.


ELISA A. DEMETREE
Registered Agent