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Angela McNamee
 Requestor's Name
Marybeth...
 Address

City/State/Zip 425-5318 Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- TJM PIONEERS, Inc. (Corporation Name) (Document #)
- _____ (Corporation Name) (Document #)
- _____ (Corporation Name) (Document #)
- _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Call a...

SECRETARY OF STATE
 TALLAHASSEE DIVISION OF CORPORATIONS
 TALLAHASSEE, FL 32307

98 MAR 4 PM 3:35
 98 MAR 4 PM 2:01

FILED RECEIVED

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TJM PIONEERS, INC.

FILED
98 MAY -4 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned Subscribers, all of whom are citizens of the United States, hereby associate ourselves together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I
Name

The name of this Corporation shall be TJM PIONEERS, INC.

ARTICLE II
Purpose

1. This Corporation is organized not for profit and the objects and purposes to be exclusively transacted and carried on are:

A. To engage in any or all activity or business permitted under the Florida not for profit corporation statute, including but not limited to providing services and support to the Tallahassee Museum of History and Natural Science for preservation and awareness of the principles, heritage and physical assets of the founding Tallahassee Junior Museum and developing educational materials for dissemination to the Tallahassee Museum of History and Natural Science and area schools, especially for the promotion of studies and understanding of other cultures.

B. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations herein-

after set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. No part of the earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treas. Reg. 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

4. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Treasury Regulations thereunder as they now exist or they may hereafter be amended.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

10. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed exclusively to an organization organized and operated exclusively for religious, charitable, scientific, public safety testing, literary, educational or prevention of cruelty to children or animals purposes which then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and Treasury Regulations as the Directors may direct. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Judicial Circuit, in and for Leon County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III Powers

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of

1986 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities and privileges:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and

conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV
Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 316 East Jefferson Street, Tallahassee, Florida 32301. The name of its Registered Agent and Resident Agent in this State located at the address set forth above

is Margaret B. Ausley. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent or Resident Agent.

ARTICLE V
Members

The members of the Corporation shall be all persons herein-after named as subscribers and such other persons as from time to time may become members. They shall be admitted upon an affirmative vote of the Board of Directors or such other manner as provided by the By-Laws of the Corporation as amended from time to time.

ARTICLE VI
Term of Corporate Existence

The term for which this Corporation shall exist is perpetual.

ARTICLE VII
Officers

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, Chairman of the Board or others. A person may hold more than one office. Officers shall be elected by the membership on an annual basis.

ARTICLE VIII
Initial Officers

The names and street addresses of the initial officers, who shall serve until the first election are as follows:

<u>Office</u>	<u>Name and Street Address</u>
President	Allan E. Ragsdale
Secretary	Helen T. Grissett
Treasurer	Katherine H. Nunez

ARTICLE IX
Directors

The initial Board of Directors of this Corporation shall consist of three persons. The number of Directors may be changed from time to time by amendment to the By-Laws. In no event shall the Board of Directors be less than three (3) persons. The Directors shall be members of the Corporation and shall be elected according to procedures established by the By-Laws to serve for a term of one (1) year. A majority of the Directors shall be competent to contract.

ARTICLE X
Initial Board of Directors

The names and street addresses of the initial Board of Directors, who shall hold office until the first election by the Members are as follows:

<u>Name</u>	<u>Street Address</u>
Katherine H. Nunez	4755 Marsh Hammock Drive East Jacksonville, FL 32224
Helen T. Grissett	1011 High Road Tallahassee, FL 32304
Allan E. Ragsdale	3228 Sharer Road Tallahassee, FL 32312

ARTICLE XI

Transactions in Which Members, Directors
and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII
Indemnification of
Directors or Officers

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(c) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a

majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XIV
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

ARTICLE XV
Subscribers

The names and addresses of the Subscribers are as follows:

<u>Name</u>	<u>Street Address</u>
Katherine H. Nunez	4755 Marsh Hammock Drive East Jacksonville, FL 32224
Helen T. Grissett	1011 High Road Tallahassee, FL 32304
Allan E. Ragsdale	3228 Sharer Road Tallahassee, FL 32312

IN WITNESS WHEREOF; the undersigned, being the original incorporating Subscribers to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 4th day of May, 1998.

Katherine H. Nunez
Katherine H. Nunez, Subscriber

Helen T. Grissett
Helen T. Grissett, Subscriber

Allen E. Ragsdale
Allen E. Ragsdale, Subscriber

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Katherine H. Nunez, to me well known to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 4th day of May, 1998.

Sue J. Beard
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:
SUE J. BEARD
My Commission CC501834
Expires Dec. 02, 1999



STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Helen T. Grissett, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 4th day of May, 1998.

Sue J. Beard
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



SUE T BEARD
My Commission CC501834
Expires Dec. 02, 1999

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ALLEN E. RAGSDALE, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14th day of May, 1998.

Sue T. Beard
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:




SUE T BEARD
My Commission CC501834
Expires Dec. 02, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

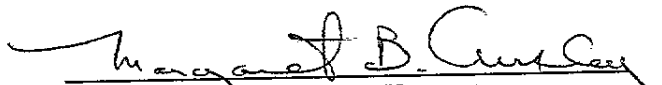
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

TJM PIONEERS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 316 East Jefferson Street, Tallahassee, Florida 32301, as its initial Registered Office and has named Margaret B. Ausley, located at said address as its initial Registered Agent.



President
Date: 5/4/98

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



MARGARET B. AUSLEY
Registered Agent
Date: May 4

FILED
98 MAY -4 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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