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AUTHORIZATION :
COST LIMIT : \$ PPD

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 AM 8:17

ORDER DATE : June 5, 1998
ORDER TIME : 2:16 PM
ORDER NO. : 845875-005
CUSTOMER NO: 81291A

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****122.50 ****122.50

CUSTOMER: Andrea M. Turnbull, Legal Asst
WILDER & BERKSON
1132 Symonds Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: STANLEY FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN -5 PM 3:23

JLW/8/98

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
STANLEY FOUNDATION, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name. The name of this corporation (the "Corporation") shall be STANLEY FOUNDATION, INC..

ARTICLE II

Commencement of Corporate Existence. This Corporation shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Initial Principal Office. The initial principal office of the Corporation shall be located at 520 Interlachen Avenue, Winter Park, FL 32789 and the mailing address is the same.

ARTICLE IV

Purposes and General Powers. This Corporation exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit. The Corporation may exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, except as restricted by Article X herein.

ARTICLE V

Initial Registered Office and Agent. The initial registered office of this Corporation shall be located at 520 Interlachen Avenue, Winter Park, FL 32789, and the initial registered agent of the Corporation at that address shall be Susan S. Taylor. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

Board of Trustees. The initial Board of Trustees of the Corporation shall consist of three (3) directors. The number, as well as the manner of election or appointment, of the trustees of the Corporation shall be specified, from time to time, by the By-Laws without amendment of these Articles of Incorporation. Provided, however, that the number of trustees shall never be less than three (3). The names and street addresses of the initial trustees of this Corporation are:

SUSAN S. TAYLOR
520 Interlachen Avenue
Winter Park, FL 32789

JAMES ROBERT TAYLOR, II
520 Interlachen Avenue
Winter Park, FL 32789

THOMAS BAHNSON STANLEY, III
1302 Leslie Place N.W.
Atlanta, GA 30327

ARTICLE VII

Incorporator(s). The name and street address of the person(s) signing these Articles of Incorporation as incorporator(s) is/are:

SUSAN S. TAYLOR
520 Interlachen Avenue
Winter Park, FL 32789

ARTICLE VIII

By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Trustees.

ARTICLE IX

Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X

Restrictions and Interpretation.

Section 1. 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 IV hereof.

Section 2. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Subject to the restrictions of the previous paragraph, the Board of Trustees shall only distribute income of this Corporation in such manner and at such time as not to subject the Corporation to taxation under the provisions of Section 4942 of the Code.

Section 4. The Corporation shall not:

- a. engage in any act of self-dealing, as such term is defined in section 4941(d) of the Code;
- b. retain any excess business holdings, as such term is defined in section 4943(c) of the Code;

c. make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or

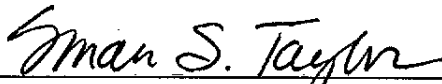
d. make any taxable expenditures, as such term is defined in section 4945(d) of the Code.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XI

Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the exempt purposes of the Corporation within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes, or shall distribute all of the assets of the Corporation 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 the Circuit Court 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 one or more of the exempt purposes of the Corporation.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 4th day of June, 1998.



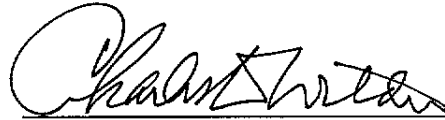
SUSAN S. TAYLOR, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

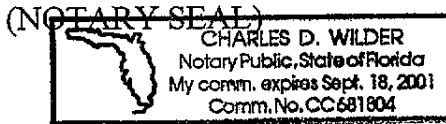
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared SUSAN S. TAYLOR known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me having executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of June, 1998.



Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 AM 8:17

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

STANLEY FOUNDATION, INC. (the "Corporation") desiring to organize as a domestic not for profit corporation and qualify under the laws of the State of Florida has named and designated, Susan S. Taylor as its Registered Agent to accept service of process within the State of Florida with its registered office located at 520 Interlachen Avenue, Winter Park, FL 32789.

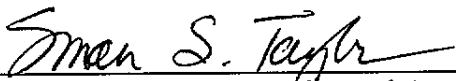


SUSAN S. TAYLOR, Incorporator

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 and 617.003, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 4th day of June, 1998



SUSAN S. TAYLOR, Registered Agent