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**FLORIDA NON-PROFIT CORPORATION**

**STONER FAMILY CHARITABLE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**STONER FAMILY CHARITABLE FOUNDATION, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is Stoner Family Charitable Foundation, Inc., and its principal office or mailing address is 700 Central Avenue, Suite 301, St. Petersburg, Florida 33701.

**ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

**ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 **Net Earnings**. 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities**. 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 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

Prepared by:  
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#### ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

#### ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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."

#### ARTICLE 6: DISTRIBUTION OF INCOME

The Corporation shall distribute its income for each tax 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 Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### ARTICLE 7: MEMBERS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect.

#### ARTICLE 8: SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is:

John R. Stoner

700 Central Avenue, Suite 301  
St. Petersburg, Florida 33701

#### ARTICLE 9: OFFICERS

9.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

9.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

9.03 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

#### ARTICLE 10: BOARD OF DIRECTORS

10.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be elected in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than one.

10.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

10.03 Number. The number of Directors constituting the initial Board of Directors are one (1) person and the name and address of the person who is to serve as the initial director until the first annual meeting of the Corporation and the election and qualification of his successor is as follows:

John R. Stoner

700 Central Avenue, Suite 301  
St. Petersburg, Florida 33701

#### ARTICLE 11: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

#### ARTICLE 12: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

#### ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the Board voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each Director not less than ten days prior to such meeting.

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**ARTICLE 14: REGISTERED AGENT**

The Corporation's initial registered agent maintains an office at 700 Central Avenue, Suite 301, St. Petersburg, Florida 33701, and the registered agent thereat shall be John R. Stoner.

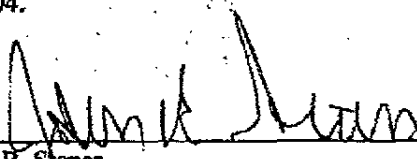
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
8 day of JANUARY, 2004.

  
John R. Stoner

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 8 day of JANUARY, 2004.

  
John R. Stoner