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ACCOUNT NO. : 072100000032

REFERENCE : 556756 7143749

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 19, 2000

ORDER TIME : 11:11 AM

ORDER NO. : 556756-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
MULLER & LIPSON, P.A.
MULLER & LIPSON, P.A.
Suite 1550
9350 South Dixie Highway
Miami, FL 33156

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DIVISION OF CORPORATIONS
00 JAN 19 PM 2:54

DOMESTIC FILING

NAME: REMBERT FAMILY 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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
00 JAN 19 PM 12:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
1/19/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 PM 2: 54

ARTICLES OF INCORPORATION

OF

REMBERT FAMILY FOUNDATION, INC.

The undersigned, desiring to form a charitable corporation under the Florida Not for Profit Corporation Act (the "Act"), does hereby certify:

FIRST: The name of the Corporation shall be the REMBERT FAMILY FOUNDATION, INC. (hereinafter the "Corporation").

SECOND: The initial registered office, initial principal office and mailing address of the Corporation is at 13607 N. W. 50th Avenue, Gainesville, Florida, 32606-3562, and its initial registered agent at that address is Davis M. Rembert, Jr.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes set forth in Section 501 (c)(3) of the Internal Revenue Code ("Code"). Solely for such purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

FIFTH: It is intended that this Corporation shall have the status of a

corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The provisions for qualification of members, class of members, and the manner of their admission shall be in the bylaws of the Corporation.

SEVENTH: Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all its liabilities, distribute the assets of the Corporation in accordance with the Act but only to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Code at the time of such distribution.

EIGHTH: The Corporation shall be managed by its Board of Directors. The Corporation initially shall have three directors. The number of directors may be varied from time to time as provided in the bylaws, but shall never be less than three. The directors do not have to be members of the Corporation. The directors shall be elected and hold office in accordance with the bylaws. The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

NAME

ADDRESS

Davis M. Rembert, Jr.

13607 N. W. 50th Avenue
Gainesville, Florida 32606

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Judith C. Rembert

13607 N. W. 50th Avenue
Gainesville, Florida 32606

Donald A. Padgett

3740 St. Johns Bluff Road, Suite 5
Jacksonville, Florida 32224

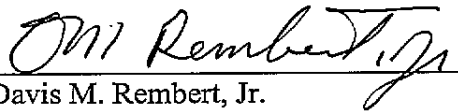
IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida,
this 18th day of January , 2000.



Charles E. Muller II, Incorporator
9350 South Dixie Highway, Suite 1550
Miami, Florida 33156

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned accepts the appointment as registered agent of the Rembert Family
Foundation, Inc. contained in the foregoing Articles of Incorporation.



Davis M. Rembert, Jr.