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HARRY A. JONES
ATTORNEY AT LAW

HARBOR TOWNE
11 A. MAX BREWER PARKWAY
TITUSVILLE, FLORIDA 32796

P.O. BOX 6447
TITUSVILLE, FLORIDA 32782-6447
(407) 264-0334
FAX: (407) 269-6840

January 17, 2000

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

FILED
JAN 20 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: B.W. Simpkins Family Charitable Foundation, Inc.
a non-profit corporation

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones
Harry A. Jones

HAI/re
Enc.

cc: Mr. B. W. Simpkins

T. SMITH JAN 26 2000

ARTICLES OF INCORPORATION
OF
B. W. SIMPKINS FAMILY CHARITABLE FOUNDATION, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, being of lawful age and residency, does by execution adopt the following Articles of Incorporation for such corporation pursuant to the Corporations Not For Profit Statute, Chapter 617, Florida Statutes.

ARTICLE I

The name of the corporation shall be B. W. SIMPKINS FAMILY CHARITABLE FOUNDATION, INC. and the address of its principal place of business is 400 High Point Drive, Suite 500, Cocoa, FL 32926.

ARTICLE II

This nonprofit corporation shall have perpetual existence and shall commence existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The specific purposes for which the corporation is organized are:

- (1) To provide directly or through the support of other qualified organizations practical and realistic education and experience in the private enterprise economic system.
- (2) To sponsor and support educational forums at the college and post-graduate level to promote and foster the ideals of free enterprises and economic self-reliance.
- (3) To support public dissemination and education of conservative business-oriented opinions which foster and support the ideals of the free enterprise system.

(4) To promote and support educational programs, academic research and teaching stipends which inform the general public on the use of conservative free enterprise options as a means to address, correct and improve national, state and local social issues.

As further expressly provided in Article VIII below, achievement of the foregoing purposes of the corporation shall under no circumstances include intervention in any political campaigns on behalf of any specific candidates for public office, but shall instead be the promotion of education available to all members of the general public.

ARTICLE IV

The manner in which the directors are elected or appointed shall be set forth in the By-Laws of the Corporation which are to be adopted at the initial meeting of the Directors.

ARTICLE V

The names and addresses of the initial Directors of the Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
B. W. Simpkins	110 S. Twin Lakes Road Cocoa. FL 32926
Lavonn P. Simpkins	110 S. Twin Lakes Road Cocoa, FL 32926
Jill Simpkins Crouch	844 Riverside Drive Ormond Beach, FL 32176
Janet Simpkins Jakubcin	4323 Gabriella Lane Winter Park, FL 32792
Harry A. Jones	P. O. Box 6447 Titusville, FL 32781-6447

ARTICLE VI

The initial registered agent and registered office of this corporation in the State of Florida is HARRY A. JONES, 11 A. Max Brewer Parkway, Titusville, FL 32796. The directors may from time to time move the principal office to any other address in Brevard County, Florida.

ARTICLE VII

The name and address of the subscriber to the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
B. W. Simpkins	400 High Point Dr., Suite 500 Cocoa, FL 32926

ARTICLE VIII

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. The offices and directors of the corporation shall comply with all the State of Florida requirements for the conduct of their respective offices and shall have the authority to exercise all powers as set forth in Florida Statutes 617.
2. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any executive director employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.
3. The corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not

permitted to be carried on by a corporation exempt from federal income tax under Section 301(c)(3) of the Internal Revenue Code of Ethics (or any other corresponding provisions of any future Internal Revenue Law).

ARTICLE IX

The Bylaws for the corporation may be altered, amended, rescinded, adopted or added to by appropriate actions of the directors of the corporation at a meeting of the directors at a time and in the manner provided for in the Bylaws.

ARTICLE X

Any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the directors; and the resolution adopted shall be transmitted to the secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI

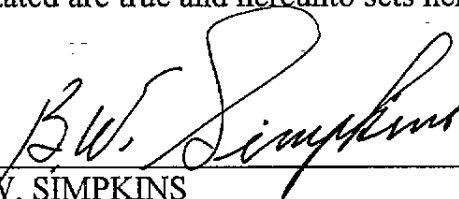
Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

ARTICLE XII

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to an exempt organization as described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law) and which shall have as its primary purpose those same general or specific activities as set forth in Article III above.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes,

Chapter 617, State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets her hand and seal this 14th day of January, 2000


B. W. SIMPKINS

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared B. W. SIMPKINS, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that he executed the same, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of January, 2000.



NOTARY PUBLIC, State of Florida
My Commission Expires:



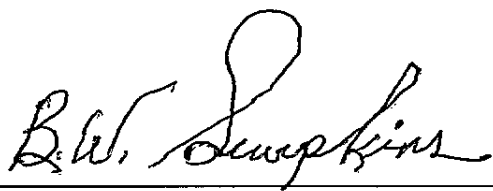
Harry A. Jones
MY COMMISSION # CC615693 EXPIRES
April 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE PROCESS
WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with 48.091 and 607.034 of the Florida Statutes, the following is submitted:


That B. W. SIMPKINS FAMILY CHARITABLE FOUNDATION, INC., desiring to qualify under the laws of the State of Florida, with its principal office in the City of Cocoa, State of Florida, has named HARRY A. JONES, 11 A. Max Brewer Parkway, Titusville, Fl 32796 as its Registered Agent to accept service of process within the State of Florida.

DATED: January 14, 2000


B. W. SIMPKINS

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 14, 2000


Harry A. Jones, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA