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DENNIS L. BLACKBURN
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January 25, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Articles of Incorporation: The Benevolent Empire Foundation, Inc.

Dear Sirs or Madams:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above referenced nonprofit organization, along with the Certificate of Registration of Registered Agent. Also enclosed is our check in the amount of \$78.75 in payment of the filing fee, the Designation of Registered Agent fee and the fee for one (1) certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles of Incorporation to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,


Dennis L. Blackburn

DLB

FILED
00 JAN 26 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE BENEVOLENT EMPIRE FOUNDATION, INC.

FILED
00 JAN 26 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be THE BENEVOLENT EMPIRE FOUNDATION, INC. —

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be 315 Scenic Point Lane, Orange Park, Florida 32073.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

- (a) To exist and operate solely for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To operate without regard to race, age, sex, religion or national origin;
- (c) To provide aid and benevolent support to individuals who are poor, in financial need, or in distress;
- (d) To provide relief, aid and support to individuals who have suffered from natural disasters;

- (e) To carry out its functions such that no substantial part of the Corporation's activities 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 (or in opposition to) any candidate for public office; and
- (f) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least five (5) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Dennis L. Blackburn, 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Dennis L. Blackburn, 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 25 day of January, 2000.

A handwritten signature in black ink, appearing to read "Dennis L. Blackburn", written over a horizontal line.

Dennis L. Blackburn
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 JAN 26 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, THE BENEVOLENT EMPIRE FOUNDATION, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is THE BENEVOLENT EMPIRE FOUNDATION, INC.
2. The name and address of the registered agent and office are Dennis L. Blackburn, 6620 Southpoint Drive So., Suite 200, Jacksonville, Florida 32216.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Dennis L. Blackburn

Date: January 25, 2000