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FILED
00 APR 12 PM 1:18
CLERK OF DISTRICT COURT
ST. PETERSBURG, FLORIDA

April 10, 2000

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314
Attn: Doris Brown

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-03/30/00--01071--016
*****78.75 *****78.75

RE: RICHARD BELL FAMILY FOUNDATION, INC., a Florida not-for-profit corporation

Dear Ms. Brown:

I am in receipt of your correspondence dated April 4, 2000, a copy of which is enclosed.

Enclosed please find an original and one copy of the Articles of Incorporation relative to the above-referenced corporation. Please note that pages 3 and 4 has been revised to reflect that the Board of Directors shall never have fewer than three directors.

Very truly yours,

Rolfe D Duggar/scg

ROLFE D. DUGGAR

RDD/scg
enclosures

789,9295,3550
W00-8936



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2000

ROLFE D. DUGGAR
4600 CENRTRAL AVENUE
ST. PETERSBURG, FL 33713

SUBJECT: RICHARD BELL FAMILY FOUNDATION, INC.
Ref. Number: W00000008936

We have received your document for RICHARD BELL FAMILY FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 300A00018348

ARTICLES OF INCORPORATION
OF
RICHARD BELL FAMILY FOUNDATION, INC.

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00 APR 12 PM 1:18
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporate Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name

The name of the corporation is RICHARD BELL FAMILY FOUNDATION, INC.

Article II. Existence

The corporation shall have perpetual existence.

Article III. Charitable Purpose

A. The corporation is organized as a not-for-profit corporation.

B. This corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Article IV. No Private Benefit

A. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

B. No part of the net earning, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article 3 above.

C. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

D. On liquidation or dissolution of this corporation, all properties and assets of this corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the federal or state government for a public purpose.

Article V. Private Foundation Limitations on Powers

A. The corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4292 of the Code or corresponding provisions of any subsequent federal tax law.

B. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.

C. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax law.

D. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax law.

E. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

Article VI. Members

A. The sole class of members of this corporation shall be its Board of Directors. Each member shall have one (1) vote as a member.

B. Members shall not be liable for the debts, liabilities, or obligations of the corporation and shall not be subject to assessment.

C. Member quorum requirements and other matters dealing with members and membership shall be contained in the Bylaws.

Article VII. Principal Address of Corporation

The street address of the initial principal office of the corporation is 3044 Branch Drive, Clearwater, FL 33760.

Article VIII. Mailing Address of Corporation

The mailing address of the initial principal office of the corporation is 3044 Branch Drive, Clearwater, FL 33760.

Article IX. Registered Agent

The name and address of the initial registered agent of the corporation is G. Richard Bell, 3044 Branch Drive, Clearwater, FL 33760.

Article X. Board of Directors

A. The affairs of the corporation shall be managed and its powers exercised by a Board of Directors of not less than three (3) persons as provided in the Bylaws from time to time.

B. Each director shall hold office for a period of one (1) year and until his or her successor qualifies in office.

C. Meetings shall be held at the time and the date provided in the Bylaws.

D. Directors shall be elected in the manner provided in the Bylaws.

E. Any action required or permitted to be taken by the Board of Directors under any provisions of law may be taken without a meeting if all of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board.

F. Any directors may participate in and be regarded as present at any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all person participating in the meeting can hear each other at the same time.

Article XI. Incorporator

The name and address of the incorporator of this corporation is Rolfe D. Duggar, 4699 Central Avenue, St. Petersburg, FL 33713.

Article XII. Initial Board of Directors

The members of the initial Board of Directors and their residential addresses are:

G. Richard Bell 3044 Branch Drive Clearwater, FL 33760	Audrey L. Bell 3044 Branch Drive Clearwater, FL 33760	Rolfe D. Duggar 4699 Central Ave. St. Petersburg, FL 33713
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Article XIII. Officers

The initial officers of the corporation are:

1. President	G. Richard Bell
2. Vice President	Audrey L. Bell
3. Secretary	Audrey L. Bell
4. Treasurer	G. Richard Bell

Article XIV. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

Article XV. Amendments to Articles


The Articles of this corporation may be amended from time to time in accordance with the procedures specified in the Bylaws.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

Article XVI. Effective Date

This corporation shall be effective on April 1, 2000.

The undersigned incorporator has executed these Articles of Incorporation on March 28, 2000, for the purposes stated herein.



ROLFE D. DUGGAR, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



G. RICHARD BELL