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April 14, 2000

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: William Akers, Jr. and Georgia O. Akers Private
Foundation, Inc.

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-04/17/00--01110--010
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for William Akers, Jr. and Georgia O. Akers Private Foundation, Inc. Our firm's check in the amount of \$78.75 is enclosed representing the filing fee for said articles. Please return a filed copy of the enclosed articles to the undersigned at your earliest convenience.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

cc: Mr. William Akers, Jr.
Mr. William Akers, III
G. Laurence Baggett, Esquire

FILED
00 APR 17 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. G. GIBSON APR 20 2000

**ARTICLES OF INCORPORATION
OF
WILLIAM AKERS, JR. AND GEORGIA O. AKERS PRIVATE FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be WILLIAM AKERS, JR. AND GEORGIA O. AKERS PRIVATE FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1064 John Anderson Drive, Ormond Beach, Florida 32176.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. 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 other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 120 East Granada Blvd., Ormond Beach, Florida 32176 and the name of the initial registered agent of the Corporation at that address is William Akers, III.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
1. William Akers, Jr.	1064 John Anderson Drive, Ormond Beach, Florida 32176
2. William Akers, III	365 North Beach Street, Ormond Beach, Florida 32176
3. John O. Akers	111 Shady Blanche Trail, Ormond Beach, Florida 32176

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of William Akers, Jr. and Georgia O. Akers Private Foundation, Inc.

**WILLIAM AKERS, JR. AND GEORGIA
O. AKERS PRIVATE FOUNDATION,
INC.**



William Akers, III

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