



N00000003281

ACCOUNT NO. : 072100000032

REFERENCE : 701862 4329325

AUTHORIZATION : Patricia Page

COST LIMIT : \$ 78.75

ORDER DATE : May 18, 2000

ORDER TIME : 9:32 AM

ORDER NO. : 701862-005

CUSTOMER NO: 4329325

400003257254--3

CUSTOMER: Thomas M. Reiter, Esq
BRANT MOORE MACDONALD & WELLS,
BRANT MOORE MACDONALD & WELLS,
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: DERAGON 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: Cindy Harris

EXAMINER'S INITIALS:

FILED
00 MAY 18 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 18 AM 10:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

† BROWN MAY 18 2000

ARTICLES OF INCORPORATION
OF
DERAGON FAMILY FOUNDATION, INC.

FILED
00 MAY 18 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

Section 1. The name of this Corporation shall be DERAGON FAMILY FOUNDATION, INC.

ARTICLE II. - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. - GENERAL AND SPECIFIC PURPOSES

Section 1. General and Specific Purposes. The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder or the corresponding provisions of any future United States Revenue Law. The specific function of the corporation shall be to hold assets for investment and to distribute at a minimum the income therefrom exclusively to one or multiple charitable, educational and/or religious organizations that qualify as a public charity within the meaning of Section 501(c)(3) and Section 509(a)(1), (2), or (3) of the Code.

Section 2. Prohibited Activities. This corporation shall not attempt to influence legislation by propaganda or otherwise; nor shall it directly or indirectly participate in, or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of or in opposition to any candidate for public office. This corporation may not (i) engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code; (ii) retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code; (iii) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (iv) make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any

liability for the tax imposed in Section 4945(a) of the Code. Further, the corporation shall distribute for its exempt purpose, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE IV. - TERM

This corporation shall have a perpetual existence.

ARTICLE V. - NON-MEMBERSHIP CORPORATION

The corporation shall not have any members.

ARTICLE VI. - INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Brant, Moore, Macdonald & Wells, P.A.
50 North Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE VII. - LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

Section 1. The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Hernando.

Section 2. The street address of this corporation's initial registered office and the name of its initial registered agent at such address are Brant, Moore, Macdonald & Wells, P.A., Suite 3100 - Barnett Center, 50 North Laura Street, Jacksonville, Florida 32202.

Section 3. The mailing address of this corporation is 5387 Championship Cup Lane, Brooksville, Florida 34609.

ARTICLE VIII. - MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no fewer than three (3) persons and no more than

fifteen (15) persons; provided, however, that such number may be changed (but not less than three (3)) by a bylaw duly adopted by the directors. The method of election of the members of the board of directors shall be stated in the bylaws of the corporation.

The directors named below as the first board of directors shall hold office as set forth in the bylaws of the corporation.

Mary Eileen Deragon

Laura A. Kelso

Sandra Chambers

Kenneth J. Deragon

Section 2. Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Mary Eileen Deragon

President

Laura A. Kelso

Vice President

Mary Eileen Deragon

Secretary/Treasurer

ARTICLE IX. - BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE X. - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual. Any property received by the corporation with historical value may be sold to an unrelated

disinterested third party for less than its fair market value if a condition to such sale is that the property will be renovated to preserve its historical value.

ARTICLE XI. - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. - STOCK

This corporation shall not have any power to issue certificates of stock or declare dividends.

ARTICLE XIII. - AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be adopted by the majority vote of the board of directors at a regular or special meeting called for said purpose or by following the procedures set forth therefor in the bylaws.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on May 17, 2000.

BRANT, MOORE, MACDONALD
& WELLS, P.A.

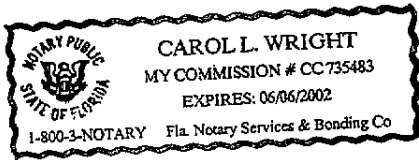


By: Thomas M. Reiter
Its: Vice-President

"Incorporator"

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17 day of May, 2000,
by Thomas M. Reiter, who is personally known to me or has produced
as identification.



Carol L. Wright
Print Name: Carol L. Wright
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Deragon Family Foundation, Inc. a Florida not for profit corporation, in accordance with Florida Statutes, Section 617.0501, as may be amended from time to time.

BRANT, MOORE, MACDONALD
& WELLS, P.A.

Thomas M. Reiter
By: Thomas M. Reiter
Its: Vice-President

160991.1

FILED
00 MAY 18 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA