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REFERENCE : 752618 7173132

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : July 3, 2000

ORDER TIME : 12:38 PM

ORDER NO. : 752618-005

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CUSTOMER NO: 7173132

CUSTOMER: Mr. H. Adam Airth
Blackburn & Company, L.c.

Suite 200
6620 Southpoint Drive, South
Jacksonville, FL 32216

DOMESTIC FILING

NAME: THE BILL & LINDA SWEENEY
CHARITABLE FOUNDATION, INC.

EFFECTIVE DATE: 07/03/2000

XX ARTICLES OF INCORPORATION - NON PROFIT.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom - EXT.

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
00 JUL -3 PM 2:46

RECEIVED
00 JUL -3 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304
[Signature]

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ARTICLES OF INCORPORATION
OF
THE BILL & LINDA SWEENEY CHARITABLE FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is THE BILL & LINDA SWEENEY CHARITABLE FOUNDATION, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation shall be c/o William F. Sweeney, 12445 Old Still Court, Ponte Vedra Beach, Florida 32082.

ARTICLE III-PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for educational, scientific 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 make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended, in support of the arts and for charitable, religious and educational purposes;

(d) 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

(e) 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-INITIAL REGISTERED AGENT AND ADDRESS

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

ARTICLE VII-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VIII-INCORPORATOR

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

ARTICLE IX-MANNER OF ELECTION OF DIRECTORS

The Incorporator shall appoint the initial directors. Thereafter, the directors shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE X-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XI-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of June, 2000.


Dennis L. Blackburn, Incorporator

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
THE BILL & LINDA SWEENEY CHARITABLE FOUNDATION, INC.

Having been named as registered agent and to accept service of process for THE BILL & LINDA SWEENEY CHARITABLE FOUNDATION, INC., at the place designated in the Articles of Incorporation, 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 am familiar with and accept the obligations of my position as registered agent.


Dennis L. Blackburn

Date: June 30, 2000

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