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From: Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN,
Account Number : 076402003516
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FLORIDA NON-PROFIT CORPORATION

The Davis Family Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2000

GRANT, FRIDKIN, PEARSON ET AL

SUBJECT: THE DAVIS FAMILY FOUNDATION, INC.
REF: W00000019109

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

Please see article VI.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H00000040248
Letter Number: 800A00041738

ARTICLES OF INCORPORATION
OF
THE DAVIS FAMILY FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

I
Corporate Name

The name of the Corporation is **The Davis Family Foundation, Inc.**

II
Corporate Address

The address of the principle office and the mailing address of the corporation is:

c/o 5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

III
Not For Profit

A. The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

B. The Corporation shall be operated pursuant to the applicable provisions of IRS Publication 578(1-89) Reference, as amended, including, but not limited to, the following special provisions:

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by

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Section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

C. Notwithstanding any other provisions of these Articles, this organization shall not engage in any activities not permitted to be carried on by an organization exempt from Federal Income Tax under § 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IV

Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) and Section 509 of the Internal Revenue Code of 1986, as amended, hereinafter the "Code."

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Sections 501(c)(3)

or 509, or other applicable sections of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

V
Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but 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 Article IV hereof.

VI
Election of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall be no less than three (3) directors. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until a successor or successors shall have been elected and qualify are as follows:

- Louise Spurlin Yeiser c/o 5551 Ridgewood Drive, Suite 501, Naples, FL 34108
- Roger Jefferson Davis c/o 5551 Ridgewood Drive, Suite 501, Naples, FL 34108
- Howard L. Crown c/o 5551 Ridgewood Drive, Suite 501, Naples, FL 34108

VII
No Members

The Corporation shall not have Members and shall not issue membership certificates.

VIII
Nonstock Basis

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IX
Commencement of Existence

The Corporation shall be deemed to commence upon the acceptance of these Articles of Incorporation for filing by the Secretary of State, of the State of Florida.

X
Duration

The duration of the corporation is perpetual.

XI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be care of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108

The name of the initial registered agent of the Corporation at the registered office shall be Todd L. Bradley, Esq.

XII
Dissolution

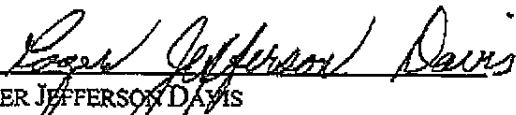
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes when it is in the meaning of § 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding sections of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any assets not so disposed of, shall be disposed by the circuit court of the county in which the principal office is a corporation is then located, exclusively for such purposes.

XIII
Incorporator

The name and address of the Incorporator of the Corporation is:

Roger Jefferson Davis
c/o 5551 Ridgewood Drive, Suite 501
Naples, FL 34108

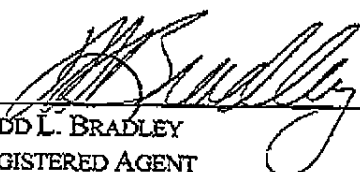
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 14th day of April, 2000.



ROGER JEFFERSON DAVIS
Incorporator

ACCEPTANCE OF REGISTERED AGENT
FOR
THE DAVIS FAMILY FOUNDATION, INC.

I, TODD L. BRADLEY, ESQ., having signed the within as registered agent for THE DAVIS FAMILY FOUNDATION, INC., (the "Corporation") at the registered address of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law. Dated this 14th day of April, 2000.


TODD L. BRADLEY
REGISTERED AGENT

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