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FILED
00 DEC -4 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MASTER OF LAWS
IN TAXATION**

MAILING ADDRESS:
P. O. BOX 1542
ZIP: 32067-1542
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(904) 264-0155

November 30, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/04/00--01113--009
*****87.50 *****87.50

Re: Filing of Articles of Incorporation and Certificate of Acceptance of Registered
Agent of THE ROY M. AND CAROL B. DOWDY CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE
12-01-00

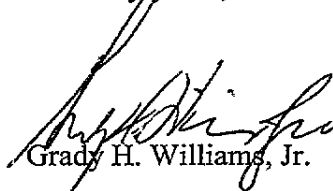
Greetings:

Enclosed please find one original counterpart of the Articles of Incorporation and Certificate of Acceptance of Registered Agent of THE ROY M. AND CAROL B. DOWDY CHARITABLE FOUNDATION, INC., together with my trust check in the amount of \$87.50 to cover the filing fees and cost of (i) a certified copy of the articles, and (ii) a certificate of status for this newly formed not for profit corporation, which I am hereby requesting be returned to me at the above address.


Should you have any questions concerning this matter or the enclosures, please call me.

Thank you for your assistance.

Sincerely yours,


Grady H. Williams, Jr.

cc: Client



ARTICLES OF INCORPORATION
OF
THE ROY M. AND CAROL B. DOWDY CHARITABLE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

This is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended (the "Act").

ARTICLE I
Name

The name of the corporation is THE ROY M. AND CAROL B. DOWDY CHARITABLE FOUNDATION, INC.

ARTICLE II
Initial Principal Office

EFFECTIVE DATE
12-01-00

The initial principal office of the corporation shall be physically located at, and the initial mailing address of the corporation is, 628 Fairfield Court (OPCC), Orange Park, Florida 32073.

ARTICLE III
Duration

The corporation is to commence its corporate existence effective on December 1, 2000. The corporation shall exist perpetually.

ARTICLE IV
Purpose

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes, and for the prevention of cruelty to and abuse of children, including for such purposes the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation shall seek to fulfill its purpose specifically by undertaking and engaging in the following actions and activities, or by making grants and charitable gifts to other qualified tax exempt charitable organizations for the following purposes:

- A. The relief of the poor, the distressed, the emotionally, mentally and physically challenged, and/or the underprivileged by provision of food, housing, clothing, therapy, vocational and rehabilitative programs and

courses of study, medical and dental care and services, and similar relief to the public in times and situations of need.

- B. The lessening of the burdens of government by provision, construction and/or maintenance of public buildings, facilities, works, and monuments.
- C. The advancement of the Christian faith and the Gospel of Jesus Christ through all legally available means permitted by the corporation's tax exempt status.
- D. The advancement of public and private education by provision or establishment of qualified scholarships, funding of endowments for qualified scholarships, educational materials, equipment and facilities, faculty members, courses of study, and through all other legally available means permitted by the corporation's tax exempt status.
- E. The advancement of science, including health, in the public interest, by provision of grants, endowments, awards, publications of scientific merit, provision of libraries and laboratories, funding of research and clinical tests and studies, and through all other legally available means permitted by the corporation's tax exempt status.
- F. The advancement of literature and the arts by provision of grants, endowments, awards, publications of literary, artistic and/or cultural merit, provision of libraries and reading materials to the public or to colleges, universities, schools and churches, and through all other legally available means permitted by the corporation's tax exempt status.
- G. The promotion of social welfare by lessening and eliminating poverty, urban blight, prejudice, discrimination, child and other domestic abuse, juvenile delinquency, and by increasing the opportunities for the emotionally, mentally and physically challenged to perform important vocational roles, and live free of fear and discrimination, in our society on a daily basis.
- H. The provision of resources and facilities to the public designed to meet the many needs of abused and neglected children, and to prevent, lessen and eliminate instances and practices of cruelty, abuse and neglect to children.

Notwithstanding any provision contained herein, this corporation is not established for, and shall not be authorized to engage in or further any activity or purpose that is illegal or contrary to established public purposes under the laws of the State of Florida or of the United States of America.

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. Nor shall this corporation engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE V
Initial Registered Agent and Office

The name and address of the initial registered agent and the street address of the initial registered office of the corporation is:

Roy M. Dowdy
628 Fairfield Court (OPCC)
Orange Park, Florida 32073

ARTICLE VI
Management of Corporate Affairs

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons, nor more than seven (7) persons, serving as regular members of the Board, with full voting and participatory rights and duties, to be elected from time to time as provided for in the Bylaws of the corporation. The qualifications for, terms of office, and manner of election of the Board of Directors shall be set forth in the Bylaws of the corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John R. Barbour	P.O. Box 755 Cottondale, AL 35453
Angela L. Dowdy	517 Sharondale Road East Ridge, TN 32412
Carol B. Dowdy	628 Fairfield Court (OPCC) Orange Park, FL 32073
Roy M. Dowdy	628 Fairfield Court (OPCC) Orange Park, FL 32073
William A. Hall	2308 Egremont Drive Orange Park, FL 32073
Mark L. Hornbuckle	517 Sharondale Road East Ridge, TN 32412
Bryan A. Manning	517 Sharondale Road East Ridge, TN 32412

C. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers from time to time as the Bylaws of the corporation may authorize. The qualifications for, terms of office, and manner of election of the officers shall be set forth in the Bylaws of the corporation.

ARTICLE VII

Bylaws

The Board of Directors of the corporation shall adopt Bylaws not inconsistent with these articles of incorporation for the conduct of the corporation's business and the carrying out of its purposes. Notwithstanding the foregoing, however, the initial Board of Directors shall adopt the initial Bylaws of the corporation at an organizational meeting or by their unanimous written consent in lieu of an organizational meeting, as permitted by the Act.

ARTICLE VIII

No Members

The corporation shall not have members.

ARTICLE IX

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Notwithstanding any other provision of these articles, the corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

ARTICLE X
Dedication of Assets

The property of the corporation is irrevocably dedicated to the purposes set out in Article IV hereof, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE XI
Distribution of Assets

Upon dissolution of this corporation, its assets shall be distributed solely for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as then amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Amendments

The Articles of Incorporation may be amended in accordance with the Act.

ARTICLE XIII
Incorporator

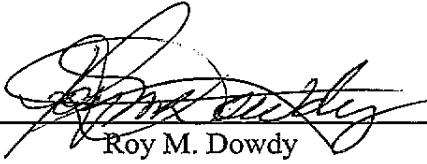
The name and address of the persons signing these articles are:

Roy M. Dowdy
628 Fairfield Court (OPCC)
Orange Park, FL 32073

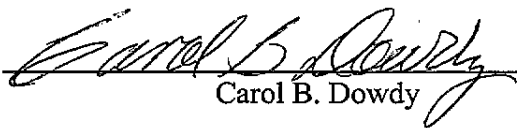
and

Carol B. Dowdy
628 Fairfield Court (OPCC)
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation to be effective for all purposes as of December 1, 2000.



Roy M. Dowdy



Carol B. Dowdy

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

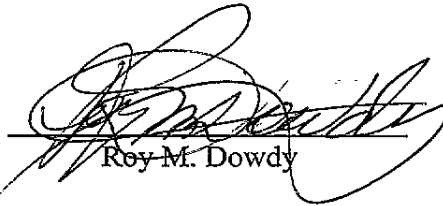
Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

THE ROY M. AND CAROL B. DOWDY CHARITABLE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Roy M. Dowdy
628 Fairfield Court (OPCC)
Orange Park, FL 32073

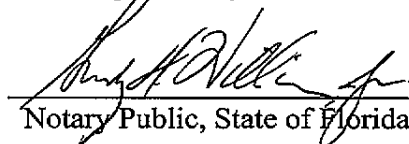
ACKNOWLEDGMENT:

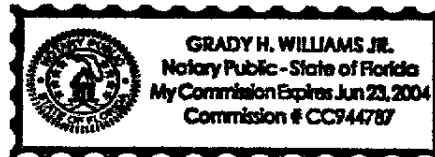
Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


Roy M. Dowdy

STATE OF FLORIDA
COUNTY OF CLAY

29th The foregoing instrument was acknowledged, sworn to and subscribed before me on this day of November, 2000, by Roy M. Dowdy, who is personally known to me.


Notary Public, State of Florida



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE