

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

FAIRCLOTH FAMILY FOUNDATION, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**FAIRCLOTH FAMILY FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

**Article I**  
**Name**

**Section 1.1. Name.** The name of this corporation shall be FAIRCLOTH FAMILY FOUNDATION, INC.

**Article II**  
**Principal Office and Mailing Address**

**Section 2.1. Principal Office and Mailing Address.** The principal place of business and mailing address of this corporation shall be 1548 Lancaster Terrace, Jacksonville, Florida 32204.

**Article III**  
**Purposes**

**Section 3.1. Purposes.** This corporation is organized exclusively for charitable, educational, religious, literary, and scientific purposes. It is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change investments thereof, to invest and re-invest proceeds thereof, and to collect and receive the income and profits thereof; to apply the income and principal to the aid and assistance of any and all organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"), and do all things that may be necessary and useful in the accomplishment of the purposes herein set forth. It is intended that this corporation shall not engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

**Section 3.2. Limitations on Actions.** All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the

Jonathan L. Hay, Esquire  
Purcell, Flanagan & Hay, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
Fla. Bar No.: 456586

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corporation shall enure 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. 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 any political campaign on behalf of any candidate for public office.

#### **Article IV** **Directors**

**Section 4.1. Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

**Section 4.2. Initial Directors.** The names and street addresses of the initial directors of the corporation are:

John E. Faircloth  
4847 Colonial Avenue  
Jacksonville, FL 32210

Barbara A. Faircloth  
4847 Colonial Avenue  
Jacksonville, FL 32210

Wilgren Cohron  
4847 Colonial Avenue  
Jacksonville, FL 32210

**Section 4.3. Election.** The directors shall be elected for the term and by the method stated in the corporation's bylaws.

**Section 4.4. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 4.5. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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**Article V**  
**Initial Registered Agent and Address**

**Section 5.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Jonathan L. Hay, Esquire  
1548 Lancaster Terrace  
Jacksonville, Florida 32204

**Article VI**  
**Incorporator**

**Section 6.1. Name and Address.** The name and street address of the incorporator of this corporation is:

John E. Faircloth  
4847 Colonial Avenue  
Jacksonville, FL 32210

**Article VII**  
**Effective Date; Duration**

**Section 7.1. Effective Date.** Corporate existence shall commence on the date these Articles are executed.

**Section 7.2. Duration.** This corporation shall exist perpetually.

**Article VIII**  
**Members**

**Section 8.1. Members.** This corporation shall not have members.

**Article IX**  
**Dissolution**

**Section 9.1. Dissolution.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) of the Code and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Code, as the board of directors shall determine.

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**Article X**  
**Bylaws**

**Section 10.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**Article XI**  
**Amendment**

**Section 11.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 21st day of December, 2000.

  
\_\_\_\_\_  
JOHN E. FAIRCLOTH

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

FAIRCLOTH FAMILY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates JONATHAN L. HAY as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 LANCASTER TERRACE, JACKSONVILLE, FLORIDA 32204.


DATED this 21st day of December, 2000.

**FILED**  
DEC 22 PM 12:19  
CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

  
\_\_\_\_\_  
JOHN E. FAIRCLOTH

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 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 I am familiar with and accept the obligations of my position as registered agent.

DATED this 21st day of December, 2000.

  
\_\_\_\_\_  
JONATHAN L. HAY