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FLORIDA NON-PROFIT CORPORATION

The Joseph and Barbara Ellis Family Foundation, Inc.

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ARTICLES OF INCORPORATION
 OF
 THE JOSEPH AND BARBARA ELLIS FAMILY FOUNDATION, INC.
 (A Not For Profit Corporation)

ARTICLE I

Name

The name of the Corporation shall be:

The Joseph And Barbara Ellis Family Foundation, Inc.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Principal Office

The initial principal office and mailing address of the Corporation shall be:

3505 S.E. Charing Cross Lane
 Port St. Lucie, FL 34952

Daniel A. Hanley, Esq.
 FL BAR # 162483
 Gunster, Yoakley & Stewart, P.A.
 777 S. Flagler Dr., Suite 500 East
 West Palm Beach, FL 33401
 (561) 655-1980

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ARTICLE IV

Purposes

1. This Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code. Without limitation of the foregoing, a principal purpose of the Corporation shall be to award academic scholarships.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

5. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 the Circuit Court 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 V

Restrictions

1. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VII

Members

The Corporation shall have no members and shall not issue stock.

ARTICLE VIII

Board of Directors

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. The total number of Directors shall be three (3) and may not be increased or decreased. The names and addresses of the initial Directors are set forth below:

Joseph N. Ellis
3505 S.E. Charing Cross Lane
Port St. Lucie, FL 34952

Barbara H. Ellis
3505 S.E. Charing Cross Lane
Port St. Lucie, FL 34952

Patricia A. Ellis
122 Tanasi Shores
Gallatin, TN 37066

ARTICLE IX

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act (currently, Sections 607.0831, 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers, directors and members, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, member, employee or other agent. Expenses (including attorneys' fees) incurred by an officer, director or member in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer or member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed

exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, member, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3505 S.E. Charing Cross Lane, Port St. Lucie, Florida, and the name of the initial registered agent of this Corporation at the address is Joseph N. Ellis.

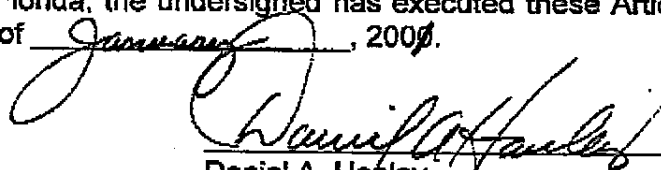
ARTICLE XII

Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel A. Hanley, Esq.	777 S. Flagler Dr., Suite 500 East West Palm Beach, FL 33401-6194

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 5th day of January, 2000.


 Daniel A. Hanley
 Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for THE JOSEPH AND BARBARA ELLIS FAMILY FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Joseph N. Ellis

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