

No 10000000896

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BASIC AMENDMENT

JNN FOUNDATION, INC.

Certificate of Status	0
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AMEND  
REC-7-3

(5)

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AMENDED ARTICLES OF INCORPORATION  
OF  
JNN FOUNDATION, INC.

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The undersigned, being all of the Directors of this Corporation, desire to restate and to amend the Articles of Incorporation thereof in the manner set forth below. These Amended Articles of Incorporation shall replace and supercede the prior Articles of Incorporation for all purposes.

ARTICLE I

Name and Principal Address

The name of this corporation shall be JNN FOUNDATION, INC. and its principal address shall be located at 8651 Commodity Circle, Orlando, Florida 32819.

ARTICLE II

Term and Commencement

This corporation shall have perpetual existence unless dissolved according to law. Corporate existence commenced on the 7<sup>th</sup> day of February, 2001.

ARTICLE III

Purposes

The purposes of this corporation shall be:

A. To operate exclusively for charitable and religious purposes, and in furtherance of such goals it is authorized to accept, hold, administer, invest and disburse for charitable or religious purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable and religious organizations; to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the

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foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

B. To carry on any and all activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time; but if at any time the corporation be deemed to be a private foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then so long as the corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Internal Revenue Code of 1986 as amended from time to time, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Internal Revenue of 1986 as amended from time to time, engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended from time to time, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended from time to time, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986 as amended from time to time, and make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended from time to time.

C. To have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE IV

##### Members

The Corporation shall have no members.

#### ARTICLE V

##### Board of Directors

The method of election of Directors is as stated in the Bylaws. The names and addresses of the initial Directors, who shall serve until the first election of new Directors or until their earlier resignation, removal from office or death, are:

William W. Fernandez, 9653 Crown Prince Lane, Orlando, FL 34786-6206  
Alexander J. McLean, 9653 Crown Prince Lane, Orlando, FL 34786-6206  
Denise I. McLean, 9653 Crown Prince Lane, Orlando, FL 34786-6206

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Kelly Cline, 2400 Pine Needle Trail, Kissimmee, FL 34746

Nicole P. Gotlin, 4747 S. Washington Avenue, Penthouse #160, Titusville, FL 32780

#### ARTICLE VI

##### Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 701 Peachtree Road, Orlando, Florida 32804 and the name of the initial registered agent of this corporation is Judith I. Segelin, Esquire.

#### ARTICLE VII

##### Restrictions and Interpretation

Section 1. 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 III hereof.

Section 2. 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 any candidate for public office.

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

Section 4. Notwithstanding any other provision of these articles, if the corporation is ever determined to be a private foundation, as defined in section 509 of the Code, then so long as the corporation is a private foundation it shall distribute its income for each tax year at such time and in such manner as to not subject the corporation to the tax on undistributed income imposed by section 4942 of the Code, shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, shall not retain any excess business holdings as defined in section 4943(c) of the Code, shall not make any investments in a manner that would subject it to tax under section 4944 of the Code, and shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

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## ARTICLE VIII

## Dissolution

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government, for a public purpose. Any 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 one or more of the purposes of the corporation.

## ARTICLE IX

## Incorporator

The name and residence of the incorporator of the Corporation is: Judith I. Segelin, Esquire, 701 Peachtree Road, Orlando, Florida 32804.

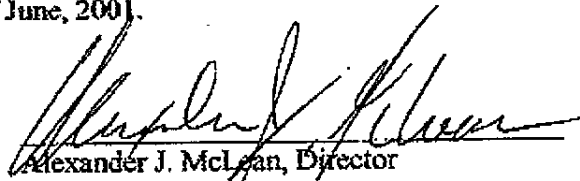
## ARTICLE X

## Adoption

The foregoing Amendment was adopted by the Board of Directors of the Corporation, and executed by said Directors, on behalf of the Corporation on the 29<sup>th</sup> day of June, 2001.

IN WITNESS WHEREOF, all of the undersigned directors have executed these Amended Articles of Incorporation this 29<sup>th</sup> day of June, 2001.

  
William W. Fernandez, Director

  
Alexander J. McLean, Director

  
Denise L. McLean, Director

  
Kelly Clife, Director

  
Nicole P. Gotlin, Director