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GREEN, BROWN & STARK

(A PROFESSIONAL CORPORATION)

ATTORNEYS AT LAW

5550 NORTH FRANCIS

OKLAHOMA CITY, OKLAHOMA 73118-6102

TELEPHONE (405) 848-3040

FAX (405) 848-6430

JOHN A. GREEN
DEAN BROWN
STEPHEN L. STARK

February 5, 2001

FILED
01 FEB 20 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Burton Foundation, Inc.**
Articles of Incorporation

Dear Sir or Madam:

Please find enclosed herewith, in duplicate, the *Articles of Incorporation* for **Burton Foundation, Inc.** Please file this document and return a file-stamped copy to us in the envelope provided. A check in the amount of \$35.00 is enclosed to cover the filing fee of the same.

Thank you for your cooperation in this regard. If you should have any questions, please do not hesitate to call.

Sincerely yours,

Dean Brown

Dean Brown
GREEN, BROWN & STARK

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Enclosures

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME:

The name of the corporation shall be: **BURTON FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: **3 Little Dunes Circle, Amelia Island Plantation, Amelia Island, Florida, 32034.**

ARTICLE III - PURPOSE(S):

The specific purposes for which the corporation is organized are as follows:

(A) To receive and administer funds for scientific, educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

(B) Without limiting the generality of the foregoing, the principal purposes of the Corporation shall include: (1) Fostering of medical research and medical education by providing financial support of health care delivery institutions; (2) Providing financial support for Catholic Churches and Catholic Charities; and, (3) Providing financial support for state, federal and privately funded organizations that promote and protect wildlife.

(C) In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

(D) The purposes for which the Corporation is organized shall be confined to those which are strictly scientific, educational, or charitable, as defined by Section 501(c)(3) of the Internal Revenue Code, or as it may be hereafter amended.

(E) The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

(F) Upon liquidation of the Corporation, the assets of the Corporation shall be distributed to organizations that are also qualified under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS:

The manner in which the directors are elected or appointed is the incorporators shall constitute the initial Trustees or Directors. Vacancies shall thereafter be filled by a majority vote of the remaining Trustees or Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent is: **ROBERT C. GRAY, 3 Little Dunes Circle, Amelia Island Plantation, Amelia Island, Florida, 32034.**

ARTICLE VI - INCORPORATORS:

The names and addresses of the Incorporators to these Articles of Incorporation are:

ROBERT C. GRAY
3 Little Dunes Circle
Amelia Island Plantation
Amelia Island, Florida 32034

ELIZABETH D. WALL
2731 Weaver Hill Drive
Apex, North Carolina 27502


JOSEPH M. GRAY
523 Johnson Lane
Ovilla, Texas 75154

BARRY A. GRAY
6700 Acorn Drive
Oklahoma City, Oklahoma 73151

DAVID A. GRAY
112 North Bridlewood
Edmond, Oklahoma 73034

GRETCHEN S. GRAY
6700 Acorn Drive
Oklahoma City, Oklahoma 73151

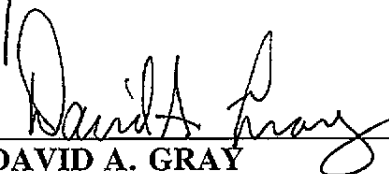
Signed the 15th day of October, 2000.


ROBERT C. GRAY


ELIZABETH D. WALL


JOSEPH M. GRAY


BARRY A. GRAY


DAVID A. GRAY


GRETCHEN S. GRAY

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certification, 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.

10-15-2000

Date

Robert C. Gray
ROBERT C. GRAY

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TALLAHASSEE, FLORIDA