

NO/000000 6092

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-1100
FAX (561) 231-2020

TODD W. FENNELL, LL.M.
TROY B. HAFNER, LL.M.**
SUSAN L. CHENAULT
BRIAN J. CONNELLY
MARSHA P. WIKFORS
SANDRA G. RENNICK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

OF COUNSEL
SAMUEL A. BLOCK

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND
ESTATES

August 17, 2001

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

RE: The Scully Family Foundation, Inc.

Ladies and Gentlemen:

400004555574--1
-08/24/01--01071--002
*****78.75 *****78.75

Enclosed please find the original and one copy of the Articles of Incorporation for The Scully Family Foundation, Inc., a Florida not-for-profit corporation, for filing with the Division of Corporations. The additional copy is for certification by the Secretary of State's office. Also enclosed is this firm's check in the amount of \$78.75 representing the \$35.00 filing fee, the \$35.00 designation of Registered Agent fee and the \$8.75 certification fee.

Of course, should you have any questions, please contact me.

Sincerely,

Todd W. Fennell
Todd W. Fennell

TWF:pm
enclosures

FILED
01 AUG 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5
Saw
8/27/01

**ARTICLES OF INCORPORATION FOR
THE SCULLY FAMILY FOUNDATION, INC.**

FILED

01 AUG 24 AM 8:41

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not-For-Profit Corporation Act, hereby certifies:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be **THE SCULLY FAMILY FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE

The place of business and the mailing address of this Corporation shall be:

751 Manatee Cove
Vero Beach, FL 32963

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized are:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles of Incorporation.
3. No 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.
4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code; (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Not-For-Profit Corporation Act.

ARTICLE IV - TERMINATION AND DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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 - PRIVATE FOUNDATION PROVISIONS

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. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI - ORGANIZATION

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be six (6) in number, and their names and addresses being as follows:

<u>Director</u>	<u>Address</u>
William P. Scully	751 Manatee Cove Vero Beach, FL 32963
Marlynn Scully	751 Manatee Cove Vero Beach, FL 32963
Randoph Palmer Scully	751 Manatee Cove Vero Beach, FL 32963
Russell Baxter Scully	751 Manatee Cove Vero Beach, FL 32963
Gerald Watson Scully	751 Manatee Cove Vero Beach, FL 32963
Carey Scully	751 Manatee Cove Vero Beach, FL 32963

The Board of Directors shall be elected in the manner stated in the Bylaws.

ARTICLE VII - REGISTERED AGENT

The initial office of this corporation shall be located at 979 Beachland Blvd, Vero Beach, FL 32963, and the initial registered agent of this corporation at such office shall be Todd W. Fennell. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE VIII - AMENDMENTS

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE IX - INTERNAL REVENUE CODE PROVISIONS

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of shall be deemed to refer to the laws of the State of as now in force or hereafter amended.

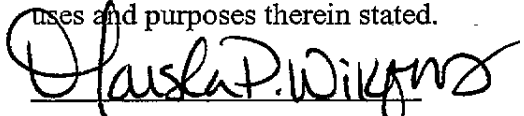
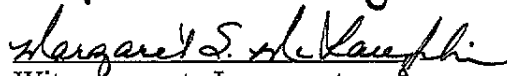
ARTICLE X - PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is Todd W. Fennell, 979 Beachland Blvd., Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Witnesses as to Incorporator


TODD W. FENNELL, Incorporator

THE SCULLY FAMILY FOUNDATION, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Todd W. Fennell**, having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Todd W. Fennell
TODD W. FENNELL, Registered Agent

FILED
01 AUG 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA