

CONNER, HUBBARD & COMPANY, P.A.
Certified Public Accountants

Taxation, Accounting, Pension Planning, and Business Counseling

NO1000007339
September 24, 2001

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

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-10/04/01--01032--004
*****70.00 *****70.00

Dear Madam:

Please find the Articles of Incorporation for Lloyd Williams Foundation, Inc., and a check for \$70.00 enclosed.

The incorporator requests the State of Florida to recognize Lloyd Williams Foundation, Inc., as a not for profit corporation.

Please make special note that the initial registered office and principal office as required by Florida statutes is specified in Article VI. Also, a certified copy of the Articles of Incorporation is not requested.

Please call if you have any questions.

Sincerely,
CONNER, HUBBARD & COMPANY, P.A.


Kim K. Hubbard,
Certified Public Accountant

KKH:ph

Enclosures

cc: Mr. Donald Lamey

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TALLAHASSEE, FLORIDA

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~~25212~~
WC

cwp/STATEAOI

Please respond to the office at:

- 1106 Park Avenue
Orange Park, Florida 32073
(904) 378-1040; Fax (904) 378-0444
- 2700 C. H. Arnold Road
St. Augustine, Florida 32092
(904) 378-1040
- 212 North Davis Street
Nashville, Georgia 31639



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 8, 2001

KIM K. HUBARD, CPA
1106 PARK AVE.
ORANGE PARK, FL 32073

SUBJECT: LLOYD WILLIAMS FOUNDATION, INC.
Ref. Number: W01000023212

We have received your document for LLOYD WILLIAMS FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 301A00055990

ARTICLES OF INCORPORATION

OF

LLOYD WILLIAMS FOUNDATION, INC.

The undersigned, acting as incorporator of Lloyd Williams Foundation, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:
Lloyd Williams Foundation, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

Lloyd Williams Foundation, Inc.
4600 Touchton Road, East
Building 100, Suite 150
Jacksonville, Florida 32246

ARTICLE III - DURATION

This corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the promotion of cancer research, education, and the support of cancer victims and their families. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in

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any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V - LIMITATIONS ON CORPORATE POWER

This corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of this corporation is:

Kim K. Hubbard
1106 Park Avenue
Orange Park, Florida 32073

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the Board of Directors, shall be by resolution of the shareholders.

The name and address of the initial directors are:

Donald Lamey
4600 Touchton Road, East
Building 100, Suite 150
Jacksonville, Florida 32246

Kristi Lamey
4600 Touchton Road, East
Building 100, Suite 150
Jacksonville, Florida 32246

Julie Lamey
4600 Touchton Road, East
Building 100, Suite 150
Jacksonville, Florida 32246

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Kim K. Hubbard
1106 Park Avenue
Orange Park, Florida 32073

ARTICLE X - DISSOLUTION

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 the 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 a Court of Competent Jurisdiction 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 XI - INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.


ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws of the corporation adopted by the shareholders if the shareholders provide that the Bylaws of the corporation shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

The undersigned incorporator, for the purposes of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation, this 24th day of September, 2001.



Kim K. Hubbard
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

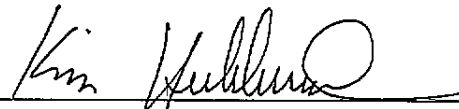
Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Lloyd Williams Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Duval, State of Florida, has named as its agent to accept service of process within this State:

Kim K. Hubbard
1106 Park Avenue
Orange Park, Florida 32073

ACKNOWLEDGMENT:

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 agree to act in this capacity, and agree to comply with the provisions of said Act.



KIM K. HUBBARD

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