

NO2000002778

BREWTON, PLANTE & PLANTE

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
TALLAHASSEE, FL 32301

TELEPHONE 850-222-7718
FAX 850-222-8222

MAILING ADDRESS:
POST OFFICE BOX 10369
TALLAHASSEE, FL 32302-2369

E-MAIL ADDRESS

Kelly B. Plante, Esquire

April 16, 2002

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-04/16/02--01024--013
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

FLORIDA FUND FOUNDATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7718, when the document is ready. Thank you for your assistance in this matter.

RECEIVED
02 APR 16 AM 10:39
DIVISION OF CORPORATIONS

Very truly yours,

Kelly B. Plante
Kelly B. Plante

FILED
2002 APR 16 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KBP/amc
Enclosures
bsh/corporate/floridafunddivisionltr4-16-02

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4/16/02*

ARTICLES OF INCORPORATION OF
THE FLORIDA FUND FOUNDATION, INC.

FILED

2002 APR 16 PM 12:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

NAME

The name of the corporation shall be:

THE FLORIDA FUND FOUNDATION, INC.

The corporation may at its pleasure, by a vote of a majority, plus one, of the membership body, change its name.

ARTICLE II

CORPORATE ADDRESS

The initial place of business shall be:

800 North Calhoun Street
Tallahassee, Florida 32303

The corporate headquarters may be changed from time to time by approval of the Board of Directors.

ARTICLE III

TERM OF EXISTENCE

This not for profit corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE IV

PURPOSES

The purposes for which this not for profit corporation is organized and shall be operated are to receive and maintain a fund or funds of real property, tangible or intangible personal property, or a combination, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, or educational purposes, either directly or indirectly by contributions to organizations exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.

ARTICLE V

POWERS

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific, or educational purposes for which the corporation is organized.

(b) This corporation shall issue no stock. No part of its net earnings shall inure to the benefit of or shall be distributed to its members, directors, officers or other private persons.

(c) Notwithstanding any other provision of these articles, this corporation shall not carry on any activities deemed impermissible for corporations 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.

(d) On dissolution of this corporation, the board of directors shall dispose of all assets of this corporation in the manner or to organizations that are organized and operated exclusively as exempt organizations under Section(s) 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the liabilities of this corporation. Any assets not disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is located. Such court of competent jurisdiction shall dispose of the assets of this corporation to organizations that are organized and operated exclusively for charitable, educational, or scientific purposes.

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors. The actual number of directors of the corporation may be set from time to time by the Board of Directors, however, there shall be no less than three (3) and no more than seventeen (17) directors of the corporation.

ARTICLE VII

QUALIFICATIONS FOR DIRECTORS

Qualifications for director(s) and the manner of admission shall be as set forth in the By-Laws of the corporation.

ARTICLE VIII

NON-STOCK CORPORATION

This corporation shall be organized under a non-stock basis.

ARTICLE IX

AMENDMENTS

The corporation may amend, alter or repeal any provision of the articles of incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE X

BY-LAWS

The By-Laws of this corporation may be altered, rescinded, or amended from time to time in whole or in part by a majority vote of the Board of Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided however that a quorum is present and notice of the proposed action with respect to the By-Laws has been given to all members prior to the meeting.

ARTICLE XI

INCORPORATOR

The name and address of the sole incorporator is:

C. Patrick Roberts
800 North Calhoun Street
Tallahassee, Florida 32303

ARTICLE XII

REGISTERED AGENT

The name and address of the registered agent is:

C. Patrick Roberts
800 North Calhoun Street
Tallahassee, Florida 32303

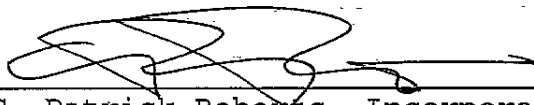
ARTICLE XIII

INDEMNIFICATION

By duly adopted action of the Board of Directors, this corporation may indemnify and/or hold harmless any and all of its directors or officers or former directors or officers, to the extent permitted by law, not existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which the or any of them are made a parties or a party by reason of having been directors or officers of this corporation, except in relation to matter in which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty.

Such indemnification shall not be deemed exclusive of other rights to which those indemnified may be entitled under the By-Laws of this corporation or pursuant to Chapter(s) 607 & 617, Florida Statutes, or otherwise.

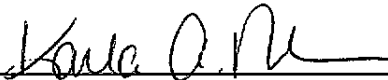
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation containing thirteen (13) articles; this 16 day of April, 2002.



C. Patrick Roberts, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING instrument was acknowledged and sworn before me this 16 day of April, 2002, by C. Patrick Roberts who is personally known to me.



Notary Public

Karla A. Nelson

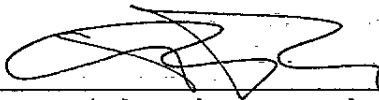
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My Commission Expires:

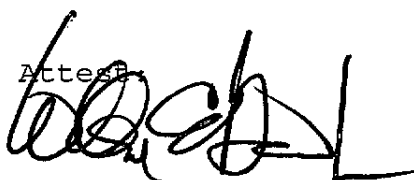


the Board of Directors, when not in conflict with these By-Laws or rules adopted by the Board of Directors.

The foregoing By-Laws containing twelve (12) articles were adopted this 16 day of April, 2002.



C. Patrick Roberts, Chairman

Attest:


Wilbur E. Brewton, Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 48.091 and Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent, in the State of Florida.

1. The name and address of the corporation is:

THE FLORIDA FUND FOUNDATION, INC.
800 North Calhoun Street
Tallahassee, Florida 32303

2. The name and address of the registered agent

is:

C. Patrick Roberts
800 North Calhoun Street
Tallahassee, Florida 32303

FILED
2002 APR 16 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


C. Patrick Roberts

Date: 4-16-02