

NO 1000005520

SAMUEL L. LEPRELL

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 390-2705

July 18, 2002

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*****70.00 *****70.00

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

RE: Family Foundation, Inc.

Dear Sir/Madam:

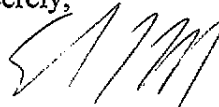
I am enclosing an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00, representing the filing fees as follows:

1.	Filing Fee	-	\$35.00
2.	Registered Agent Fee	-	<u>35.00</u>
			\$70.00

Please date stamp the enclosed copy of the Articles of Incorporation as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Samuel L. LePrell

SLL:cdw
Enclosures

C:\wpdocs\BISBEE\Family Foundation Inc\Florida.Dept.of.State.ltr.071802.wpd

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

SUITE 201, ST. MARK'S PLACE
1930 SAN MARCO BOULEVARD
JACKSONVILLE, FLORIDA 32207
(904) 390-2705 - FAX (904) 390-2711

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ARTICLES OF INCORPORATION
OF
FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

We, the undersigned, all being of full legal age and acting as incorporators of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, do hereby associate ourselves and adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be FAMILY FOUNDATION, INC., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The initial principal office and place of business of the corporation shall be 6320 St. Augustine Road, Jacksonville, Florida 32217. The Corporation's mailing address is 6320 St. Augustine Road, Suite 6A, Jacksonville, Florida 32217.

ARTICLE II.

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing of these Articles.

ARTICLE III.

This corporation is organized as a not-for-profit corporation established to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue law or regulations (hereinafter collectively referred to as the "Code"), and such purposes shall include, but not be limited to, the following: (a) Organize and conduct charitable fund-raising events and functions; (b) Organize and conduct educational programs and seminars.

This corporation is irrevocably dedicated to charitable and educational non-profit purposes; and no part of the net earnings or assets of the corporation shall be distributed to, nor inure to the benefit of, any private individual.

ARTICLE IV.

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

(e) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code. Any such 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 such purpose.

ARTICLE V.

Membership in the Corporation shall, at all times, be limited to the Directors and such other individuals as the Board of Directors of this Corporation shall from time to time admit to membership as members of this Corporation.

ARTICLE VI.

The number of directors of the Corporation shall always be at least three (3), but not more than six (6) and shall be persons who are elected by majority vote of the members of the Corporation present and voting to the offices set forth in Article IX hereof, plus such other persons (not to exceed three (3)) who

are elected by majority vote of the members of the Corporation present and voting.

The members of this Corporation may at a regular or special meeting of the members called for that purpose, by a vote of not less than two thirds of the members of the Corporation present and voting, remove any director of this corporation as a director and elect a new director by majority vote of the members of the Corporation present and voting to fill the vacancy created by the removal. The directors shall serve without compensation. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Charlotte B. Bisbee	6320 St. Augustine Road Suite 6A Jacksonville, Florida 32211
Debra Israel Messer	6320 St. Augustine Road Suite 6A Jacksonville, Florida 32211
Michael Eric Braren, II	6320 St. Augustine Road Suite 6A Jacksonville, Florida 32211

ARTICLE VII.

The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Samuel L. LePrell	1930 San Marco Boulevard Suite 201, St Mark's Place Jacksonville, Florida 32207
Charlotte D. Douglas-White	1930 San Marco Boulevard Suite 201, St. Mark's Place Jacksonville, Florida 32207

ARTICLE VIII.

The affairs of this corporation shall be managed by the board of directors, the officers, agents, and employees of the corporation acting under the authority of the board of directors. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

ARTICLE IX

The officers of this corporation shall consist of a president, who shall be a director, a vice president, a secretary, a treasurer, and such other

officers as may be designated in the by-laws of this Corporation. The officers of the Corporation shall be elected by a majority of the members of the Corporation present and voting at the annual meeting, for terms of one year. Any one person may hold more than one office.

The officers who shall serve under these Articles of Incorporation until the first election are as follows:

<u>Title</u>	<u>Name</u>
President	Charlotte B. Bisbee
Vice President	Michael Eric Braren, II
Secretary	Debra Israel Messer
Treasurer	Debra Israel Messer

ARTICLE X.

By-laws of the Corporation may be adopted, altered, or rescinded by a majority of the board of directors at a regular or special meeting of the board called for that purpose, as long as they are not inconsistent with the provisions of these Articles.

ARTICLE XI.

These Articles of Incorporation may be amended pursuant to the provisions of Chapter 617, Florida Statutes, (or any corresponding provision of any subsequent Florida Statute), except that no amendment can be adopted which would cause a loss of tax exempt status under Section 501(c)(3) of the Code.

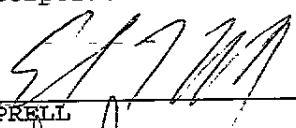
ARTICLE XII.

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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

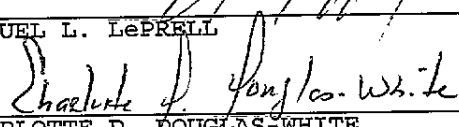
ARTICLE XIII.

The street address and city of the initial registered office of the Corporation is Suite 201, 1930 San Marco Boulevard, Jacksonville, Florida 32207 and the name of its initial Registered Agent at such address is Samuel L. LePrell.

IN WITNESS WHEREOF, the undersigned being the incorporators of this Corporation, have executed these Articles of Incorporation this 10th day of July, 2002.



SAMUEL L. LePRELL

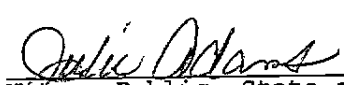


CHARLOTTE D. DOUGLAS-WHITE

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of July, 2002, by Samuel L. LePrell and Charlotte D. Douglas-White. They are personally known to me or who have produced their Florida Driver's Licenses as identification.



Notary Public, State of Florida
Name: JULIE ADAMS

My Commission Expires: 10-23-03
My Commission Number is: CC 870229

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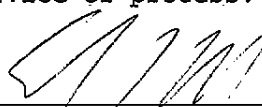
Julie Adams
Commission # CC 870229
Expires Oct. 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 617.023 and 48.901, Florida Statutes, the following is submitted:

That FAMILY FOUNDATION, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, State of Florida, has named SAMUEL L. LePRELL as its Registered Agent, located at Suite 201, 1930 San Marco Boulevard, Jacksonville, Florida 32207, to accept service of process within this state.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Florida Statutes relating to keeping open said office for service of process.



SAMUEL L. LePRELL

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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