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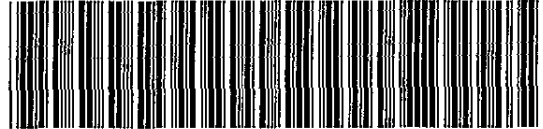
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02-26-03
T.B.

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Judge Alva Carter Foundation, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
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- UCC 1 or 3 File _____
- UCC 11 Search _____
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- Courier _____

Signature _____

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ARTICLES OF INCORPORATION
OF
THE JUDGE ALVA CARVER FOUNDATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
2003 FEB 26 PM 2:26
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is The Judge Alva Carver Foundation, Inc. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1037 Pennsylvania Avenue, Lakeland, Florida 33803 and Post Office Box 2761, Lakeland, Florida 33806.

ARTICLE 3

Purpose

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 4

Board of Directors

This Corporation initially shall have three (3) Directors. The number of Directors may be either increased or decreased from time to time in the manner provided in the By-Laws, but shall never be less than three (3) or more than twenty (20). The method of election of Directors shall be as stated in the By-Laws of the Corporation, but such election shall occur no less frequently than every two (2) years. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Shirley Whitney	1037 S. Florida Avenue, Suite 106 Lakeland, Florida 33806
Dale Anderson	1037 S. Florida Avenue, Suite 106 Lakeland, Florida 33806
Kathy J. Fernandez	3010 W. Azeele St. Tampa, Florida 33609

ARTICLE 5
Members

This Corporation shall have no members.

ARTICLE 6
Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the By-Laws of the Corporation. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7
Incorporator

The name and address of the person signing these Articles of Incorporation is: Dr. Jane Carver Holmes, Post Office Box 2761, Lakeland, Florida 33803.

ARTICLE 8
Initial Registered Office and Agent

The initial Registered Office of the Corporation shall be 225 E. Lemon Street, Suite 300, Lakeland, Florida 33801. The initial Registered Agent at such address shall be Philip O. Allen.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE 11

By-Laws

The initial Board of Directors shall adopt initial By-Laws of the Corporation. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of the Corporation.

ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Trustees, 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 its charitable purpose. No substantial 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in Sections 170 (c) (2), 2055 (a) and 2522 (a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in

substitution of that Code, and selected by the Board of Directors in its sole discretion. 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 exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

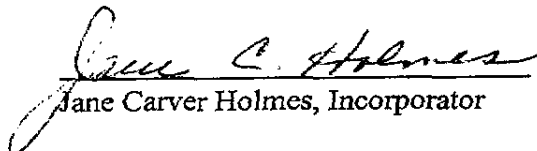
ARTICLE 14
Avoidance of Private Foundation Taxes

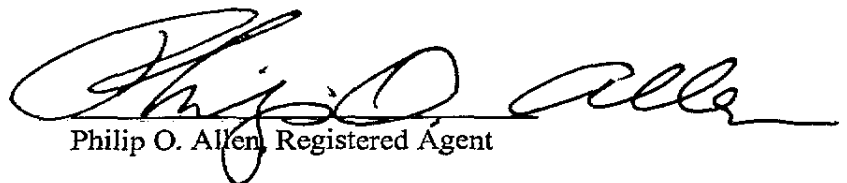
The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15
Amendment to Articles

These Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of February, 2003, and the undersigned Registered Agent has executed these Articles of Incorporation this 25th day of February, 2003, and acknowledged that he is familiar with, and accepts, the obligations of Registered Agent of this corporation.


Jane Carver Holmes, Incorporator


Philip O. Allen, Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on February 25, 2003, by DR. JANE CARVER HOLMES, Incorporator, who is personally known to me or who produced a Florida driver's license issued by the Department of Highway Safety and Motor Vehicles as identification.

PATRICIA A. BERTHIAUME
Notary Public, State of Florida
My comm. exp. Sept. 23, 2003
Comm. No. CC873840


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on February 25, 2003, by PHILIP O. ALLEN, Registered Agent, who is personally known to me or who produced a Florida driver's license issued by the Department of Highway Safety and Motor Vehicles as identification.

PATRICIA A. BERTHIAUME
Notary Public, State of Florida
My comm. exp. Sept. 23, 2003
Comm. No. CC873840


NOTARY PUBLIC