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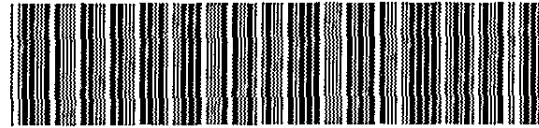
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TALLAHASSEE, FLORIDA

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SLOTT & BARKER

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

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TERENCE G. VANE, JR.
E-mail: tgVane@bellsouth.net

March 7, 2003

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

Re: Role Models Foundation of Jacksonville, Inc.

Ladies and Gentlemen:

An Original and one copy of the Articles of Organization and an original Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$78.75 for payment of your fees.

Thank you for your assistance. If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,



Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

**ARTICLES OF INCORPORATION
OF**

ROLE MODELS FOUNDATION OF JACKSONVILLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby forms a Florida Not for Profit Corporation under the authority of Chapter 617, Florida Statutes, and establishes and files the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Florida Not for Profit Corporation is **ROLE MODELS FOUNDATION OF JACKSONVILLE, INC.**

**ARTICLE II
CORPORATE ADDRESSES**

The principal office of the corporation is 6060-3 Fort Caroline Road, Jacksonville, Florida and its mailing address is P.O. Box 40241, Jacksonville, FL 32203 at the time of execution of these Articles.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the provision of tutoring and mentoring services to at risk children. The corporation shall not pursue any act or acts, purpose or purposes for its pecuniary profit, but such prohibition shall not limit the authority of the corporation to accumulate reasonable reserves for the accomplishment of its not for profit purposes. The corporation shall have and be authorized to exercise all powers from time to time granted by law to Florida corporations not for profit, subject however to the limitations elsewhere in these Articles expressed.

ARTICLE IV
CORPORATE DIRECTORS

The initial directors of the corporation and their addresses are as follows:

Johnny Rembert	2564 Willow Creek Drive, Orange Park, FL 32003
Robert L. Releford, Jr.	4314 Boat Club Drive, Jacksonville, Florida 32277
Gideon Brown	11950 Jackson Creek Dr., Jacksonville, FL 32258

The number of and method for electing or appointing directors shall be set forth in the By-Laws of the corporation.

ARTICLE V
MEMBERSHIP

Membership in the corporation shall be limited to the persons (which term shall include corporations, partnerships, trusts and all other legal entities) who are concerned about and interested in the Purpose and who, by profession or public vocation or by involvement in civic or public organizations, evidence leadership and dedication to the same. The specific procedure to be followed in becoming a Member and the requirements to be satisfied precedent to withdrawing from such membership shall be established by the Board of Directors in accordance with the By-Laws. Membership in the corporation is not transferable.

ARTICLE VI
RIGHTS OF MEMBERS

The rights of Members shall be defined in the By-Laws; provided however that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes of the corporation as set forth in these Articles. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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, or the corresponding section of any future federal tax code, or (b) be 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 VII **TERM**

The Corporation shall exist perpetually.

ARTICLE VIII **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 assets not so distributed shall be distributed 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 an organization or organizations that are organized and operated exclusively for such purposes.

ARTICLE IX **REGISTERED OFFICE AND AGENT**

The street address of this nonprofit corporation's initial registered office is 334 E. Duval Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Earl M. Barker, Jr.

ARTICLE X
AMENDMENTS


These Articles of Incorporation may be amended only upon recommendation of a majority of the Board of Directors and the affirmative vote of not less than two-thirds of the members of the corporation attending a meeting of Members, notice of which shall have been given in accordance with the By-Laws not less than twenty (20) days in advance of the same.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Earl M. Barker, Jr.
Slott & Barker
334 E. Duval Street
Jacksonville, Florida 32202

DATED at Jacksonville, Florida, March 5th, 2003.



Earl M. Barker, Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of March, 2003, by Earl M. Barker, Jr., who is personally known to me and who did not take an oath.

HOLLYN J. FOSTER
Notary Public, State of Florida
My comm. expires Oct. 8, 2005
Comm. No. DD 081937



Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Role Models Foundation of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6060-3 Fourt Caroline Road, Jacksonville, Florida, has named Earl M. Barker, Jr., located at Slott & Barker, 334 East Duval Street, Jacksonville, Florida, 32202-2718, as its agent to accept service of process within Florida:

Role Models Foundation of Jacksonville, Inc.

By: 

Earl M. Barker, Jr., Incorporator

Having been named 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Earl M. Barker, Jr.
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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