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SCHMIDT, MOONLY, ROBERSON & WRIGHT**

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SAMUEL S. JACOBSON  
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MARY C. COXE

October 3, 2003

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

Re: John Graham First Coast Rugby Foundation, Inc.,  
A Non-Profit Corporation

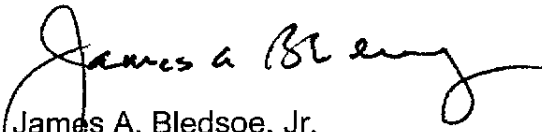
Gentlemen and Ladies:

I enclose the original Articles of Incorporation and a check in the amount of \$78.75,  
payable to Florida Department of State.

Please accept and file the enclosed Articles of Incorporation for John Graham First  
Coast Rugby Foundation, Inc., a non-profit corporation. Once the Articles of Incorporation  
have been filed, please send a certified copy of the Articles of Incorporation to James A.  
Bledson, Jr., Esquire, 1301 Riverplace Boulevard, Suite 1818, Jacksonville, Florida 32207.

Thank you for your assistance.

Very truly yours,

  
James A. Bledson, Jr.

cc: Donald J. Alexander D.D.S  
Stephen J. Lynch

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

### **ARTICLE I**

The name of the Corporation shall be:

**JOHN GRAHAM FIRST COAST RUGBY FOUNDATION, INC.**

### **ARTICLE II**

The principal place of business and mailing address of this Corporation shall be:

**4432 Hendricks Avenue  
Jacksonville, Florida 32207**

### **ARTICLE III**

The specific purposes for which the Corporation is organized are:

a. This Corporation is organized exclusively for charitable and benevolent purposes, such that the Corporation qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. These purposes include, but are not limited to, the following activities:

(1) To develop, promote, and further amateur sports, in particular Rugby Union Football;

(2) To acquire, own, improve, operate, and maintain facilities for use in playing amateur sports, in particular Rugby Union Football;

(3) To solicit, collect, and otherwise raise funds for charitable, philanthropic, eleemosynary, benevolent, patriotic, health and welfare purposes, including funds for the education and welfare of Alyson R. Graham, daughter of John Paul Graham, deceased; and

(4) To expend, contribute, donate, allocate, and otherwise disburse funds raised by the Corporation to accomplish the purposes of this Corporation.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, or officers. 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of this document, the Corporation shall not directly or indirectly engage in any activities not permitted to be carried on (i) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

d. Upon 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 corresponding section of any future Federal Tax Code, (i) to one or more other corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, or (ii) to the Federal Government or a State or Local Government for public purpose. Any such assets not so distributed shall be disposed of by the Circuit Court, Fourth Judicial Circuit, Duval County, Florida, exclusively for such purposes or to such organization(s), as such Court shall determine, which are engaged in activities substantially similar to those of the Corporation.

#### **Article IV**

The manner in which the directors are elected or appointed is:

The number of directors and the method of their election shall be determined by the bylaws of the Corporation and shall be subject to change from time to time as the bylaws may be amended.

The number of directors constituting the initial Board of Directors of the Corporation is five. The names and addresses of those persons who are to serve as the initial directors are:

Donald J. Alexander, D.D.S., 1405 Pinetree Rd., Jacksonville, Florida 32207

Stephen J. Lynch, 1352 Pinewood Rd., Jacksonville Beach, Florida 32250

Tomas A. Brumfeld, 4201 San Pablo Road, Jacksonville Beach, Florida 32250

Arthur L. Graham, 15 N 16th Avenue, Jacksonville Beach, Florida 32250

Robert A. Tribbey, 1952 Seagull Cove, Neptune Beach, Florida 32250

The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors, except reimbursement for actual expenses incurred in connection with the purposes of the Corporation.

#### Article V

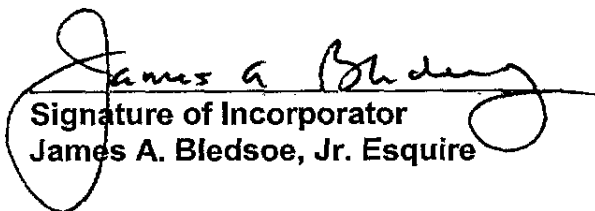
The name and Florida street address of the initial registered agent is:

**James A. Bledsoe, Jr., Esquire  
1301 Riverplace Boulevard, Suite 1818  
Jacksonville, Florida 32207**

#### Article VI

The name and address of the Incorporator of the Corporation is:

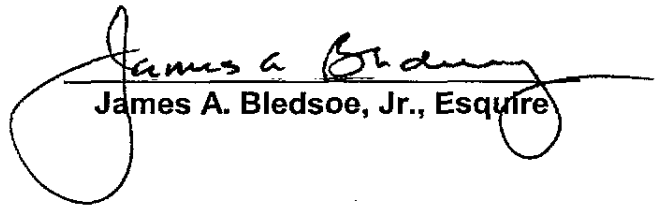
**James A. Bledsoe, Jr., Esquire  
1301 Riverplace Boulevard, Suite 1818  
Jacksonville, Florida 32207**

  
Signature of Incorporator  
James A. Bledsoe, Jr. Esquire

October 3, 2003  
Date

**Registered Agent's Acceptance of Appointment**

In accordance with Section 617.0501, Florida Statutes, the undersigned, having been named as registered agent for John Graham First Coast Rugby Foundation, Inc., to accept service of process on such corporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. I am familiar with the duties of a registered agent in the State of Florida and agree to perform them in accordance with Florida law.

  
James A. Bledsoe, Jr., Esquire

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