

FROM: CARLTON FIELDS TPA

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FLORIDA NON-PROFIT CORPORATION

Springtime Tallahassee Charitable Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 19, 2004

CARLTON FIELDS

SUBJECT: SPRINGTIME TALLAHASSEE CHARITABLE FOUNDATION, INC.
REF: W04000011110

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FAX Aud. #: H04000058739
Letter Number: 004A00018363

Audit No. H04000058739 3

**ARTICLES OF INCORPORATION
OF
SPRINGTIME TALLAHASSEE CHARITABLE FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Springtime Tallahassee Charitable Foundation, Inc. .
The principal place of business is 209 East Park Ave. Tallahassee, Florida and mailing address is: Post Office Box 1465, Tallahassee, Florida 32302.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State (the date of subscription and acknowledgment of these articles of incorporation) and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable, literary, historical, educational and scientific purposes. The Corporation shall be operated exclusively for these purposes and shall be maintained to meet the requirements of Sec.501(c)(3) of the Internal Revenue Code. The Corporation shall provide grants to not-for-profit organizations, which support the current needs of the community in these areas.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

Audit No. H04000058739 3

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Audit No. H04000058739 3

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 209 East Park Avenue, Tallahassee, Florida 32302 and the name of its initial registered agent at such address is J.V. Parramore, Jr..

ARTICLE VI**Directors**

The Corporation shall have the same Board of Directors as Springtime Tallahassee, Inc.. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial directors of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
J. V. Parramore, Jr.	209 E. Park Ave. Tallahassee, Florida 32301
Wayne Clotfelter	209 E. Park Ave. Tallahassee, Florida 32301
Anita Durham	209 E. Park Ave. Tallahassee, Florida 32301
Jane Parsons	209 E. Park Ave. Tallahassee, Florida 32301

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Springtime Tallahassee, Inc. J.V. Parramore, Jr., President,	209 E. Park Ave. Tallahassee, Florida 32302.

ARTICLE VIII**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

Audit No. H04000058739 3

Audit No. H04000058739 3


ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

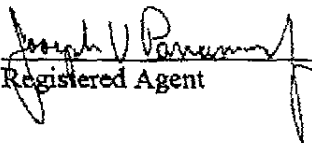
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of March, 2004.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 19th day of March, 2004.


Registered Agent

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