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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

George E. Loomis

Attorney at Law

811 North Spring Street
Pensacola, Florida 32501

Vox: 850-444-9333
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June 17, 2004

Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, FL 32314

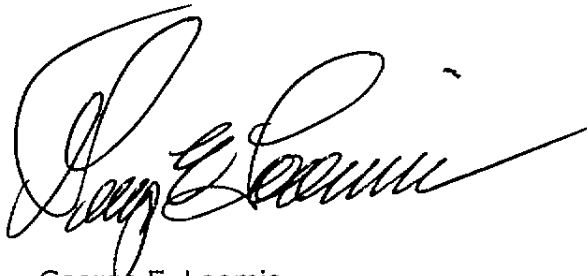
RE: Jarvis-Morris Educational Foundation, Inc.

Dear Registration Section:

Enclosed are Articles of Incorporation for the above captioned corporation. Also enclosed is my check in the amount of \$78.75 for the filing fee, designation of registered agent and the certificate. Enclosed for file stamping and return is a copy of the Articles.

Please return the certified copy and the stamped duplicate to me at the letterhead address. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "George E. Loomis", written in a cursive style.

George E. Loomis

GEL/gel
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
For**

Jarvis-Morris Educational Foundation, Inc.

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Jarvis-Morris Educational Foundation, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual duration and its existence shall commence upon the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSES

The corporation is a not for profit corporation organized and existing for educational and charitable purposes including, but not limited to, the purpose of funding various educational programs in elementary and secondary schools in memory of David C. Jarvis and Mary "Gussy" Morris. Further, the general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

ARTICLE IV - BOARD OF DIRECTORS

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a Board of Directors. It shall consist of not fewer than three members and of not more than a maximum number determined by the Bylaws as amended from time to time. Directors shall be appointed as provided by the Bylaws as amended from time to time.

ARTICLE V - POWERS

Section 1. General.

The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated for nonprofit corporations in Chapter 617, Florida Statutes.

Section 2. Restrictions.

No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 set forth in these Articles.

No Political Activity: No substantial part of the activities of this 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.

No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

Section 3. Charitable Trusteeship, Etc.

The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the corporation, the Director(s) shall pay with corporate funds and assets or make provision for the payment of all of the liabilities of the corporation from corporate funds. Thereafter, the last Board, if any, shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. Assets not so distributed shall be disposed of by the Circuit Court of Santa Rosa County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended with the recommendation of the Board of Directors present at a meeting called for such purpose.

ARTICLE VIII - BYLAWS

Bylaws may be adopted or rescinded by a two-thirds vote of all Directors present at a meeting of the Board of Directors. The Bylaws shall not alter any powers, prohibitions, or provisions stated in these Articles.

ARTICLE IX - INCORPORATOR

The name and address of each incorporator is:

Angela K. Rudder


3583 Laguna Court

Gulf Breeze, Florida 32563

**ARTICLE X - PRINCIPAL OFFICE/MAILING ADDRESS &
INITIAL REGISTERED OFFICE/AGENT**

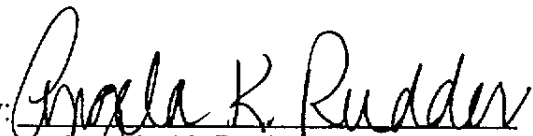
The principal place of business and the mailing address of the corporation is 3583 Laguna Court, Gulf Breeze, Florida 32563. The street address of the initial registered office of this corporation is 3583 Laguna Court, Gulf Breeze, Florida 32563, and the registered agent at this address is Angela K. Rudder, whose written acceptance as such follows these Articles.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on this 17th day of June, 2004.


Angela K. Rudder

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept the service of process for Jarvis-Morris Educational Foundation, Inc., at the place designated in its Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

By: 
Angela K. Rudder

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