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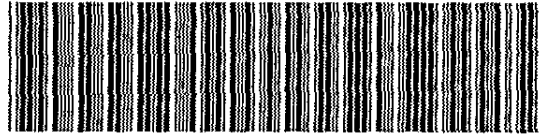
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2004 JUL 30 A 9 11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-2-04  
mc

**Law Offices of  
JOSEPH F. PIPPEN, JR. & ASSOCIATES**  
ATTORNEYS AND COUNSELORS AT LAW

Sugar Creek Professional Center  
10225 Ulmerton Rd., #11, Largo, Florida 33771 \* (727)586-3306 / FAX: (727)585-4209

**ATTORNEYS:**

JOSEPH F. PIPPEN, JR.  
RICHARD I. KANTNER, JR.  
CYNTHIA J. McMILLEN  
DENNIS S. MOSES  
JOHN RICHARD FRAZIER - Also admitted in Georgia  
CATHERINE DAY HULT - Also admitted in Illinois  
ROSALIND DENISE KEPPLER - Also admitted in Minnesota  
FRANK C. DAVIS

**SUN CITY CENTER OFFICE:**

(813) 633-0736

**HAINES CITY OFFICE:**

(863) 422-1370

**ZEPHYRHILLS OFFICE:**

(813) 788-8677

**BRADENTON OFFICE:**

(941) 748-0224

**TAMPA OFFICE:**

(813) 633-0736

**LIVE OAK OFFICE:**

(800) 226-3529

July 28, 2004

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

**RE: Family Outlet Mall, Inc.**

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$ 8.75
Registered Agent fee	\$35.00

<b>Total</b>	<b>\$78.75</b>
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Kindest regards.

Sincerely,

  
JOSEPH F. PIPPEN, JR.

JFP:pw  
ENC

**ARTICLES OF INCORPORATION**

OF

**FAMILY OUTLET MALL, INC.**

**A NONPROFIT CORPORATION**

**FILED**  
2004 JUL 30 A 9 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I:**

The name of the corporation shall be **FAMILY OUTLET MALL, INC.** The principal place of business of this corporation shall be 7500 Ulmerton Road, Unit #5, Largo, FL 33771.

**ARTICLE II:**

A. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3), of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all charitable organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes herein above set forth.

B. All the assets and earnings shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence

legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3), of the Internal Revenue Code as they now exist or as they may be hereafter amended.

C. Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

### **ARTICLE III**

The membership of this corporation shall constitute all persons hereinafter names as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

### **ARTICLE IV**

The name and street address of the incorporators to these Articles of Incorporation is:

**Melody Jones            3218 - 7<sup>th</sup> Street N.            St. Petersburg, FL 33704**

**Donald B. Price        5528 Ash Creek Lane        Plano, TX 75093**

**Burdette Price        7500 Ulmerton Rd., #5        Largo, FL 33771**

### **ARTICLE V**

This Corporation is to exist perpetually.

### **ARTICLE VI**

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three (3).

The Board of Directors, who shall be appointed and hold office in accordance for the ensuing year, are:

**Melody Jones**

**Donald B. Price**

**Burdette Price**

#### **ARTICLE VII**

The officers of the Corporation shall be President, Secretary and Treasurer such other officers as may be provided in the Bylaws.

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation are:

Melody Jones

Donald P. Price

Burdette Price

#### **ARTICLE VIII**

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

#### **ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

#### **ARTICLE X**

The street address of the initial registered office of this corporation shall be 7500 Ulmerton Road, #5, Largo, FL 33771, and the name of the initial registered agent of the corporation at that address is Burdette Price.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27  
day of July, 2004.

BY: Burdette Price  
BURDETTE PRICE

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Burdette Price  
BURDETTE PRICE

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of July, 2004,  
by BURDETTE PRICE.

Patricia R. Watkins  
NOTARY PUBLIC - STATE OF FLORIDA

