

AUG. 27. 2004x 5:14PMns CORPORATION SVC CO

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FLORIDA NON-PROFIT CORPORATION

THE JIMMY SPENCER DON'T EVER QUIT FOUNDATION, INC.

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RECORDS SECTION
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**ARTICLES OF INCORPORATION
OF
THE JIMMY SPENCER DON'T EVER QUIT FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FIRST: The name of the corporation is "THE JIMMY SPENCER DON'T EVER QUIT FOUNDATION, INC."

SECOND: The address of the initial registered office of the corporation and the principal place of business and mailing address in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607, and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

THIRD: (a) The proposed corporation is formed under the Florida Not-for-Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH: In furtherance of the purposes set forth in Article THIRD above, the corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or

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governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: So long as this corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the corporation will not be subject to the tax under Section 4942 of the Code; and further the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(e) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

SIXTH: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 set forth above.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall be organized upon a non-stock basis.

NINTH: The corporation shall not have any members.

TENTH: The name and address of the incorporator is as follows:

Jerome L. Wolf
Berger Singerman
2650 N. Military Trail, Suite 240
Boca Raton, Florida 33431

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ELEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Should there be a dissolution of the corporation, the directors shall, after paying or making provision for the payment, out of the funds of the corporation of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

THIRTEENTH: The corporation shall initially have three (3) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the bylaws. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the corporation are:

James A. Spencer, Jr.
3023 S.W. 141st Terrace
Davie, Florida 33330

Tanya Spencer
3023 S.W. 141st Terrace
Davie, Florida 33330

Kathleen Darcenbourg
5308 Lafaye Street
New Orleans, LA 70122

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FOURTEENTH: The bylaws of this corporation may be adopted, altered or rescinded by a majority vote of the Directors. The bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

FIFTEENTH: These Articles of Incorporation may be amended only by majority vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of August, 2004.



Jerome L. Wolf

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STATE OF FLORIDA

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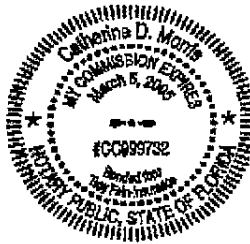
) ss:

COUNTY OF PALM BEACH

)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by JEROME L. WOLF, who is personally known to me or who has produced _____ as identification and who DID/DID NOT take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of August, 2004.



Catherine D. Morris

Notary Public
State of Florida at Large

Typed, printed or stamped name of Notary

My Commission Expires:

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**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of **THE JIMMY SPENCER
DON'T EVER QUIT FOUNDATION, INC.**, as made in the foregoing Articles of Incorporation.

CORPORATION SERVICE COMPANY

Dated: 8-27-04

By: Carla Lohi **Carla Lohi
Asst. Vice President**

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