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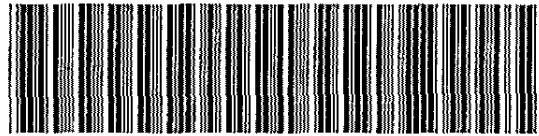
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STATE
TALLAHASSEE, FLORIDA

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ALSO ADMITTED
ALABAMA, GEORGIA
& TEXAS



Monica L. Cothran, P.A.

ATTORNEY AT LAW

1004 JENKS AVENUE
PANAMA CITY, FL 32401

PHONE: 850-784-2992
FAX: 850-784-4773

October 14, 2004

SECRETARY OF STATE,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 488-9000

RE: Gillman Family Foundation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, By Laws, Minutes of First Meeting, and Waiver of Notice for the above-named corporation along with a check for **\$125.00**, which includes the \$100.00 filing fee and \$25.00 registered agent fee. Please file the original Articles, etc., certify the copies, and return the certified copies to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Tiffany B. Hewett,
Legal Assistant to
Monica L. Cothran, Esq.

/tbh
Enclosures:
Articles of Incorporation
By Laws
Minutes of First Meeting
Waiver of Notice
Check



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 21, 2004

MONICA L. COTHRAN, P.A.
1004 JENKS AVENUE
PANAMA CITY, FL 32401

SUBJECT: GILLMAN FAMILY FOUNDATION, INC.
Ref. Number: W04000038710

We have received your document for GILLMAN FAMILY FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

You must list at least one incorporator with a complete business street address.

Please complete the enclosed check in its entirety before returning to our office for processing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 904A00060566

**ARTICLES OF INCORPORATION
GILLMAN FAMILY FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To further common purposes, the members agree to organize under these Articles of Association.

**Article I
Name**

The name of this association shall be ***Gillman Family Foundation, Inc.***

**Article II
Principal Office**

The principal office of association shall be at ***6346 Oak Knoll Road, City of Panama City, County of Bay, Florida.***

**Article III
Purposes**

The purposes for which this association is formed are:

- A. To own, operate and maintain an association exclusively for the pleasure, entertainment and recreation of its members.
- B. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of this association.
- C. This association is organized and operated exclusively for the above-stated purposes, and for other nonprofit purposes. No part of any net earnings shall inure to the benefit of any private member.

**Article IV
Powers**

In furtherance of the objectives described above, but not in limitation of them, association shall have the power, to the extent that it is conferred, or is not limited, by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities and to acquire, own, hold, operate and maintain property as to effectuate its purposes.

Article V Membership

- A. Association shall have one class of members only. All voting rights and other rights, interests and privileges of each member shall be equal.
- B. The rights and privileges of members, their liability for dues and assessments and the termination and transfer of membership shall be as stated in the bylaws.

Article VI Governing Body

The powers of association shall be exercised and its property controlled by ***Justin Paul Gilman***. The qualifications, the time and manner of election, the terms and duties of office and the manner of filling vacancies shall be set forth in the bylaws.

Article VII Officers

- A. Elective officers. The officers of this association shall be a president, vice-president, secretary and treasurer. Other offices and officers may be established or appointed by members of association at the regular annual meeting. The qualifications of, the time and manner of electing, the duties of, the terms of office of, and the manner of removing officers shall be as set forth in the bylaws.
- B. Standing committees. This association shall have at least two standing committees: The Executive Council shall elect annually, from among its members, an executive committee of 3 persons and a committee on admissions of 3 persons. Other committees may be specified in the bylaws or may be appointed from time to time by the 2/3 vote of the Council.

Article VIII Amendments to Articles

These articles may be amended or repealed, in whole or in part, only by majority vote of this association's members at an organized meeting of association.

**Article IX
Bylaws**

Bylaws will be subsequently adopted. The bylaws may be amended or repealed, in whole or in part, in the manner provided in the bylaws, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

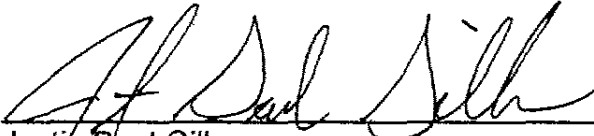
**Article X
Dissolution**

This association shall be dissolved and its affairs wound up by a majority vote of the association's voting members or when the objectives for which association is organized have been fully accomplished.

**Article XI
Distribution of Property on Dissolution**

In the event of dissolution, property of association shall be distributed to the State of Florida or any other charitable organization as may be directed by the Board of Directors.

These Articles of Incorporation are adopted on this 1st day of February, 2002, at 12:00 pm, City of Panama City, County of Bay, Florida.

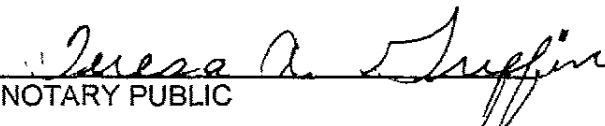

Justin Paul Gillman

STATE OF FLORIDA
COUNTY OF Bay

BEFORE ME, the undersigned authority, on this day of 1st day of February, 2002, personally appeared Justin Paul Gillman to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal the date aforesaid.




NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Gillman Family Foundation, Inc.**
2. The name and address of the Registered Agent and office is:

**Monica L. Cothran
1004 Jenks Avenue
Panama City, FL 32401**

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in this certificate, 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 obligation so my position as registered agent.


Signature Registered Agent/Incorporator

10/28/04
Date

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STATE
TALLAHASSEE, FLORIDA