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FLORIDA NON-PROFIT CORPORATION

Episcopal Children's Services Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
EPISCOPAL CHILDREN'S SERVICES FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the Foundation is EPISCOPAL CHILDREN'S SERVICES FOUNDATION, INC.

ARTICLE II.

Principal Place of Business and Mailing Address

The principal place of business and street address of the Foundation shall be 100 Bell Tel Way, Suite 100, Jacksonville, Florida 32216.

ARTICLE III.

Initial Registered Office and Agent

The street address of the initial registered office of the Foundation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Smith Hulsey & Busey.

ARTICLE IV.

Incorporator

The name and street address of the incorporator for these Articles of Incorporation is Stephen D. Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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ARTICLE V.

Purposes

The purposes for which the Foundation is organized are:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the support, development, and expansion of Episcopal Children's Services, Inc., a Florida corporation not for profit.

No part of the net earnings of the Foundation shall inure to the benefit of any member, director, or officer of the Foundation, or any private individual (except reasonable compensation may be paid for services rendered to or for the Foundation effecting one or more of its purposes), and no member, trustee, or officer of the Foundation and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its Regulations as they now exist or they may hereafter be amended.

Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed to a Florida not for profit, or if for any reason such latter foundation cannot or will not receive such assets, then the same shall be distributed to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

As a means of accomplishing the foregoing purposes, the Foundation shall have the following powers:

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1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes, any property, both real and personal, of whatever kind, nature, or description, and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitations as may be prescribed by law.
3. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Foundation for monies borrowed or in payment for property acquired or for any of the other purposes of the Foundation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Foundation, wherever situated, whether now owned or hereafter to be acquired.
4. To invest and reinvest its funds in such stocks, common or preferred, bonds, debentures, or in such other securities, property or funds as its Board of Trustees shall deem advisable, based on an annual investment policy, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter maybe conferred by law upon a foundation organized for the purposes hereinafter set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Foundation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Foundation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

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ARTICLE VI.

Membership

The membership of the Foundation shall be the Board of Trustees of Episcopal Children's Services, Inc.

ARTICLE VII.

Existence

This Foundation shall have perpetual existence.

ARTICLE VIII.

Management

The affairs of the Foundation shall be managed by a Board of Directors, comprised of not less than five or more than nine members. The Board of Directors shall be elected by the membership of the Foundation at the time and in the manner prescribed by the by-laws of the Foundation. Not more than one member of the Board will be a member of the Board of Trustees of Episcopal Children's Services, Inc. There shall be elected from the Board of Directors the following officers: A chairman, a secretary-treasurer, and such other officers as the Board of Directors may deem proper. All of such officers of the Foundation shall be annually elected by the Board of Directors from among the Board membership. Vacancies, if and when occurring for any reason in any office other than that of the chairman, may be filled by the Board of Directors.

The Board of Directors shall have the power to appoint an Executive Committee, composed of members of the Board, and to fix a quorum for such committee. The Executive Committee shall have the authority designated by the Board in the intervals between meetings of the Board.

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ARTICLE IX.

First Board of Directors

The number of persons constituting the first Board of Directors shall be five, including the Chairman, and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follow:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| J. F. Bryan | 1 Independent Square, Suite 3201 Jacksonville, Florida 32202 |
| Tom Bryan | 455 San Juan Avenue Jacksonville, Florida 32210 |
| Steven D. Busey | 225 Water Street, Suite 1800 Jacksonville, Florida 32202 |
| Bishop John Howard | 325 Market Street Jacksonville, Florida 32207 |
| Brooks Pennington | 12 San Juan Circle Ponte Vedra Beach, Florida 32082 |
| Fred Schultz | 118 West Adams Street, Suite 6 Jacksonville, Florida 32202 |
| Kathy Wilson | 1584 Knottingham Knoll Drive Jacksonville, Florida 32225 |

ARTICLE X.

By-Laws

The by-laws of the Foundation are to be made, altered, or rescinded by the Board of Directors in the manner prescribed by such by-laws.

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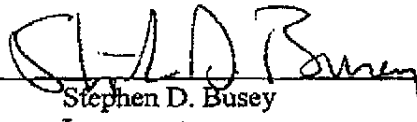
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ARTICLE XI

Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members, and approved at any meeting of the membership by a two thirds vote of the members present, provided not less than 10 days' notice in writing shall have been given to all of the members setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of DECEMBER 2004.



Stephen D. Busey
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Episcopal Children's Services Foundation, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Episcopal Children's Services Foundation, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: 
Stephen D. Busey
Its President

Date: 12/21/04

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