

N05000006854

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

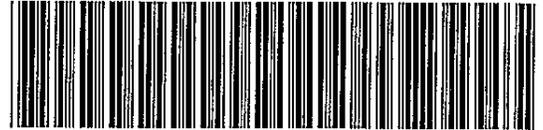
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800055802638

07/05/05--01024--017 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL -5 AM 9:05

FILED

0.8.7-6

Freeborn & Peters LLP

June 24, 2005

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

Re Taylor, Bean Foundation, Inc.

Dear Sir or Madam:

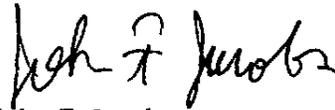
Enclosed are an original and two (2) copies of the Articles of Incorporation for Taylor, Bean Foundation, Inc. Also enclosed is our check in the amount of \$87.50, representing the costs of the filing fee of this document, a certified copy of the Articles and a Certificate of Status.

Would you return the certified copy of the Articles of Incorporation and the Certificate of Status to the following name and address:

John F. Jacobs
Freeborn & Peters LLP
Suite 3000
311 S. Wacker Dr.
Chicago, IL 60606-6677

If you have any questions, please contact the undersigned.

Very truly yours,



John F. Jacobs

Enclosure

cc: Robb Young w/o encl.

890264'14704-0043

Attorneys at Law

311 South Wacker Drive
Suite 3000
Chicago, Illinois
60606-6677
Tel 312.360.6000

John F. Jacobs
Staff Attorney
Direct 312.360.6475
Fax 312.360.6596
jjacobs
@freebornpeters.com

Chicago

Springfield

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
JUL -5 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: TAYLOR, BEAN FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 NE 2nd Street
Ocala, FL 34470

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The corporation shall be organized and operated exclusively for charitable purposes within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and section 617.0301 of the Florida Not For Profit Corporation Act, including the distribution of money and assets to other recognized charities and not for profit organizations to fund their charitable activities.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors of the corporation will be elected by the Board of Directors of Taylor, Bean & Whitaker Mortgage Corp.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List names, addresses and specific titles:

Lee B. Farkas
Director
480 SW 87th Place
Ocala, FL 34476

Raymond E. Bowman
Director
4999 SW 2nd Court
Ocala, FL 34474

Jason Moore
Director
1140 SE King Street
Ocala, FL 34471

ARTICLE VI LIMITATIONS OF CORPORATE AUTHORITY

(A) 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 in Article III hereof. No substantial part of the activities of the 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

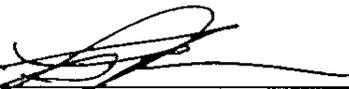
Lee B. Farkas
101 NE 2nd Street
Ocala, FL 34470

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Lee B. Farkas
480 SW 87th Place
Ocala, FL 34476

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent Lee B. Farkas

6/22/05

Date



Signature/Incorporator Lee B. Farkas

6/22/05

Date

FILED
05 JUL -5 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA