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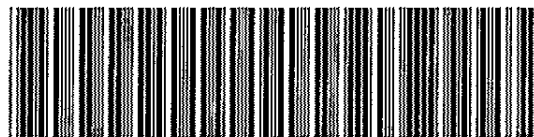
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ORDER DATE : July 14, 2005

ORDER TIME : 9:39 AM

ORDER NO. : 482856-005

CUSTOMER NO: 82866A

CUSTOMER: H. Adam Airth, Jr., Esq  
Clark, Campbell & Mawhinney,  
P.a.  
Suite 800  
500 South Florida Avenue  
Lakeland, FL 33801

DOMESTIC FILING

NAME: HAZEL CROSBY CARLTON  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

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OF

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HAZEL CROSBY CARLTON FOUNDATION, INC.

A Florida Not for Profit Corporation

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a Florida Not For Profit Corporation on a non-stock basis under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this Corporation is HAZEL CROSBY CARLTON FOUNDATION, INC. Its address is 3500 Reynolds Road, Lakeland, Florida 33803.

ARTICLE III: PURPOSES

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any 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 of 1986 or the corresponding provision of any future United States Tax Code, or

(b) by a corporation whose contributors are entitled to deduct their contribution under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United

States Tax Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its founders, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.

More specifically, the purpose and objective of this Corporation is to create a private foundation to serve and support a wide variety of charitable activities, including education, health, arts, culture, human service, and civic and environmental programs; provided, however, no distributions shall be made or support provided to charities that espouse, promote or support a pro-choice beliefs on abortion related issues. To carry out and accomplish the charitable activities, the Corporation will serve other 501(c)(3) entities through financial, administrative, labor and any other support means possible.

#### ARTICLE IV: POWERS

The Corporation shall have the power to:

- (a) hold assets in its name;
- (b) sue and be sued and appear and defend in all actions and proceedings to the same extent as a natural person;
- (c) adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not For Profit;"

- (d) elect or appoint such directors, officers and agents as its affairs shall require;
- (e) adopt, change or amend its by-laws in any manner not inconsistent with law, these Articles of Incorporation or its status as a charitable entity for federal income tax purposes;
- (f) increase or decrease, by a vote of its Founders or Members (as is appropriate), in the manner described in the by-laws, the number of its directors so long as the number of serving directors shall not be less than three (3) but may be any number in excess thereof;
- (g) enter into contracts and incur liabilities, borrow money at such rates of interest as the officers or the directors of the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its assets, franchises, or income;
- (h) conduct its affairs, carry on its operations, have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country;
- (i) purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, manage, improve, use, transfer, sell, convey, mortgage, pledge, exchange, dispose or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (j) acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
- (k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or limited liability companies, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- (l) lend money for corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (m) make donations, contributions or expenditures for the public welfare, religious, charitable, scientific, education, or other similar purposes;
- (n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
- (o) Merge and consolidate with other entities both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a Not For Profit Corporation.

## ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a); or
- (d) make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a).

Further, during the period this Corporation is a "private foundation" as defined in I.R.C. §509 (a), the Corporation shall distribute each taxable year amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a), for the purposes specified in these Articles of Incorporation and the Corporation's by-laws.

## ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions.

## ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

Officers and members of the Board of Directors may receive reasonable compensation for

their services, including actual expenses to or on behalf of this Corporation, if authorized by the unanimous vote of the Board of Directors. The amount of compensation paid to any officer or member of the Board of Directors shall be determined by the Board of Directors.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further United States tax code; provided, however, that no such distributions may be made to charities that espouse, promote or support a pro-choice beliefs on abortion related issues. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine in accordance with the foregoing guidelines.

#### ARTICLE VIII: PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT

The location of the Corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office and mailing address shall be located at 3500 Reynolds Road, Lakeland, Florida 33803. The name and address of its initial Resident Agent in Florida is H. ADAM AIRTH, JR., located at 500 South Florida Avenue, Ste. 800, Lakeland, Florida 33801.

#### ARTICLE IX: STOCKS AND ASSETS

This Corporation is organized on a non-stock basis. The Corporation owns no assets as of this date.

#### ARTICLE X: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
CYNTHIA L. BUNCH	3500 Reynolds Road Lakeland, Florida 33803

The incorporator of these Articles of Incorporation hereby assigns to this Corporation and its initial Board of Directors any and all of her rights to constitute a corporation.

#### ARTICLE XI: OFFICERS

(a) The officers of this Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the by-laws adopted by the Corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the Corporation until the first annual meeting of the Founders in accordance with the by-laws are:

President/Treasurer	CYNTHIA L. BUNCH
Vice President/Secretary	JAMES D. BUNCH

(c) The officers shall be elected as provided for in the by-laws adopted by the Corporation and as amended from time to time.

#### ARTICLE XII: BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the officers subject to the review and approval of the Board of Directors. This Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than three (3).

(a) The Board of Directors may include the Founders or Members of the Corporation, as those terms are defined in the by-laws.



(b) Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

(c) The names and addresses of those who are to serve as the initial members of the Board of Directors until the first meeting of the Founders of the Corporation, are:

CYNTHIA L. BUNCH	3500 Reynolds Road Lakeland, Florida 33803
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JAMES D. BUNCH	3500 Reynolds Road Lakeland, Florida 33803
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CHRISTY WATKINS	3500 Reynolds Road Lakeland, Florida 33803
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LIEF GOODSON	3500 Reynolds Road Lakeland, Florida 33803
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CHARLES FUNK	3500 Reynolds Road Lakeland, Florida 33803
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#### ARTICLE XIII: BY-LAWS

(a) The Corporation will be subject to the restrictions and requirements of these Articles of Incorporation and such by-laws for the conduct of its business and carrying out of its purposes as adopted or amended from time to time.

(b) The by-laws may be amended as set forth in such by-laws.

#### ARTICLE XIV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time an amendment is desired; provided, however, that the then serving Founders or Members, as is appropriate, must unanimously approve any such amendment. The procedure to amend these Articles of Incorporation is currently set out in Florida Statutes §617.1002.

ARTICLE XV: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, CYNTHIA L. BUNCH, the undersigned subscribing incorporator have hereunto set my hand and seal this 1<sup>st</sup> day of July, 2005, for the purpose of forming this Not For Profit Corporation under the laws of the State of Florida.

  
CYNTHIA L. BUNCH, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND  
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Florida Statutes §48.091, the following is submitted:

That the HAZEL CROSBY CARLTON FOUNDATION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named H. ADAM AIRTH, JR., located at 500 South Florida Avenue, Ste. 800, Lakeland, Florida 33801, as its agent to accept service of process within this state.

  
CYNTHIA L. BUNCH  
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with all of the requirements of my office, including, without limitation, keeping said office open for the period specified in the Florida Statutes.

  
H. ADAM AIRTH, JR.  
Registered Agent

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