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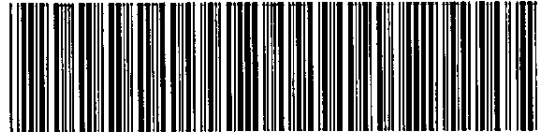
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ESTATE PLANNING AND LEGACY LAW CENTER

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Trusts & Estates*

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Of Counsel

November 16, 2005

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

Re: Mears-Swann Charitable Foundation, Inc.
Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are the Amended Articles of Incorporation for the above corporation, as well as a change in the Certificate Designating Registered Office and Registered Agent. I have enclosed our firm's check in the amount of \$78.75 for filing fee. Please file the Amended Articles of Incorporation effective upon filing, and return a certified copy of the Amended Articles to me at the above address.

Sincerely,

ESTATE PLANNING AND LEGACY LAW CENTER


Mary Merrell Bailey

MMB/bw

cc: Paul S. Mears, Sr.
Richard R. Swann

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 22, 2005

ESTATE PLANNING AND LEGACY LAW CENTER
MARY MERRELL BAILEY
159 LOOKOUT PL STE 101
MAITLAND, FL 32751

SUBJECT: MEARS-SWANN CHARITABLE FOUNDATION, INC.
Ref. Number: N05000009185

We have received your document for MEARS-SWANN CHARITABLE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption of each amendment must be included in the document.

Please return 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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 305A00068828

**AMENDED
ARTICLES OF INCORPORATION
OF**

**MEARS-SWANN CHARITABLE FOUNDATION, INC.
a Florida Not-for-Profit Corporation**

FILED
05 DEC 12 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Amended Articles of Incorporation for MEARS-SWANN CHARITABLE FOUNDATION, INC. pursuant to Florida Statute 617, Not-For-Profit Corporations, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be:

MEARS-SWANN CHARITABLE FOUNDATION, INC.

**ARTICLE II.
GENERAL AND SPECIFIC PURPOSES**

A. The primary purposes for which this Corporation is formed are educational and charitable purposes.

B. The general purposes for which this Corporation is formed are to operate exclusively for such educational, scientific, literary, religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that code. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (1) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code, or (2) a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended, or under any other corresponding provision of any future United States Internal Revenue Code.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in a political campaign on behalf of any candidate for public office.

**ARTICLE III.
TERM**

This Corporation shall have a perpetual existence.

**ARTICLE IV.
MANAGEMENT OF CORPORATE AFFAIRS**

A. The affairs of the Corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the Corporation.

B. The Corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Directors shall be suited to carrying out the purposes of the Corporation. The Board of Directors shall oversee the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interests in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees, provided, always, however, that no part of the property held by the Corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private shareholder or individual and this Corporation shall not participate in any political campaign, by the publishing or distributing of statements, on behalf of, or in opposition to, any candidate for political office or engage in any political activity prohibited by 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.

C. The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

D. The Corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers 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.

**ARTICLE V.
INCORPORATOR**

The name and residence address of the Incorporator of this Corporation is as follows:

Nicholas J. Rubino
159 Lookout Place, Suite 101
Maitland, FL 32751-4466

**ARTICLE VI.
LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

A. The county in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is the County of Orange, with its present address at 324 West Gore Street, Orlando, Florida 32806. This shall also be its registered office and the Corporation may change its registered office from time to time without amendment to the Articles of Incorporation.

B. The registered agent of this Corporation shall be:

Richard R. Swann,
324 W. Gore St
Orlando, FL 32806

The Corporation may change its registered agent from time to time without amendment of this Articles of Incorporation.

**ARTICLE VII.
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The number of directors shall be stated in the Bylaws, but never shall be less than three (3). The method of election of directors shall be stated in the Bylaws.

The names and addresses of the members of the Board of Directors are as follows:

Director	Address
Paul S. Mears, Sr.	324 W. Gore Street, Orlando, FL 32806
Richard R. Swann	324 W. Gore Street, Orlando, FL 32806
Charles E Carns, Jr.	324 W. Gore Street, Orlando, FL 32806
Paul S. Mears, Jr.;	324 W. Gore Street, Orlando, FL 32806
James L. Mears	324 W. Gore Street, Orlando, FL 32806
Jonathan P. Mears	324 W. Gore Street, Orlando, FL 32806
Christian M. Swann	324 W. Gore Street, Orlando, FL 32806
Campbell T. Swann	324 W. Gore Street, Orlando, FL 32806
Robin Swann	324 W. Gore Street, Orlando, FL 32806

B. Corporate Officers. The Board of Directors shall elect the following officers: Chairman, President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the Board to elect from time to time.

**ARTICLE VIII.
BYLAWS**

A. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. But for the Purpose, defined in Article I, subsection 1.2(B), of the Bylaws, the Bylaws may be made, altered, rescinded, added to, otherwise amended or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the Directors of this Corporation.

B. If the Purpose of this Corporation, as defined in Article I, subsection 1.2(B), of the Bylaws, has been deemed impossible to perform, then Article I, subsection 1.2(B) of the Bylaws may be made, altered, rescinded, added to, otherwise amended or repealed by the affirmative vote of a majority of the Directors of this Corporation.

C. If the Purpose of this Corporation, as defined in Article I, subsection 1.2(B), of the Bylaws, has not been deemed impossible to perform, then Article I, subsection 1.2(B) of the Bylaws may be made, altered, rescinded, added to, otherwise amended or repealed only by the affirmative vote of a totality (100%) of the Directors of this Corporation.

**ARTICLE IX.
DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer, or any private individual.

**ARTICLE X.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

A. Corporation may not be dissolved, merged, sold or subordinated to another entity, subject to any change in control, nor otherwise morphed without the affirmative vote of a totality (100%) of the Directors of this Corporation.

B. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any officer, or Director of this Corporation. In the event that all of the corporate assets are not distributed as provided above, then the Circuit Court of the county in which the principal office of this Corporation is then located shall

determine, for such purposes and to such organization or organizations that are organized and operated exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

ARTICLE XI. INCOME AND INVESTMENT RESTRICTIONS

A. This Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income, imposed by Section 4942 of the Internal Revenue Code, or by a corresponding section of any future Federal tax code.

B. This Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

C. This Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

D. This Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or under a corresponding section of any future Federal tax code.

E. This Corporation will not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

A. Except for Article VIII, Subsections B and C, and Article X, Subsection A, herein, these Articles of Incorporation may be made, altered, rescinded, added-to, otherwise amended or repealed or new Articles may be adopted by the affirmative vote of a majority of the individuals serving on the Board of Directors.

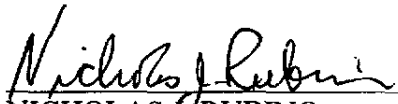
B. Article VIII, Subsections B and C, and Article X, Subsection A, herein, of these Articles of Incorporation, may be made, altered, rescinded, added-to, otherwise amended or repealed only by the affirmative vote of a totality (100%) of the Directors of this Corporation..

**ARTICLE XIII.
INDEMNIFICATION**

This Corporation shall be permitted to indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

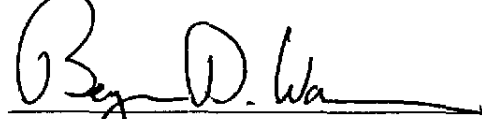
These Amended Articles of Incorporation were adopted by the Board of Directors on November 9, 2005. Members of the Foundation are not entitled to vote on the amendment.

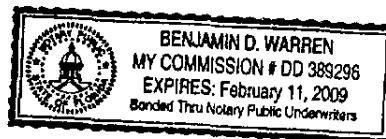
The undersigned, being the Incorporator of this Corporation, for the purpose of forming this not-for-profit charitable Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 6th day of December, 2005.


NICHOLAS J. RUBINO
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me by NICHOLAS J. RUBINO, who has produced a Florida Driver's License as identification, this 6th day of December, 2005.


Notary Public
My Commission Expires:



(Notarial Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

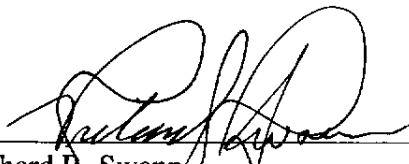
In compliance with Section 48.091, Florida Statutes, the following is submitted:

MEARS-SWANN CHARITABLE FOUNDATION, INC., desiring to organize as a Corporation under the laws of the State of Florida, has named and designated Richard R. Swann, as its Registered Agent to accept service of process within the State of Florida and its office is located at 324 W. Gore Street, Orlando, FL 32806.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9th day of November, 2005



Richard R. Swann,
Registered Agent