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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Stein Mart Family Support Foundation, Inc.

D. WHITE SEP 14 2005

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ARTICLES OF INCORPORATION
OF
STEIN MART FAMILY SUPPORT FOUNDATION, INC.
(A Nonprofit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

1. NAME

a. Name. The name of the corporation is Stein Mart Family Support Foundation, Inc.

b. Address of Principal Office. The address of the principal office of the corporation is 3560 University Blvd. West, Jacksonville, Florida 32217.

c. Mailing Address. The mailing address of the corporation is 1200 River Place Blvd., Jacksonville, Florida 32207.

2. PURPOSES

a. Purposes. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized for the purpose of acting as a foundation and fundraising organization, and to undertake such activities as will further the general purposes described herein.

3. BOARD OF DIRECTORS

a. Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

b. Number. This corporation shall have three Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

c. Names and Addresses of First Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Roy Roberts	12089 Acornshell Way Jacksonville, FL 32223
Carl Davis	11647 Hamrick Place Jacksonville, FL 32223
Lyle M. Ramsay	6215 Grayling Drive Jacksonville, FL 32256

d. Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

4. LIMITATIONS

a. Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

5. DISSOLUTION

a. Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. 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

said court shall determine, which are organized and operated exclusively for such purposes.

6. INITIAL REGISTERED OFFICE AND AGENT


a. Name and Address. The street address of the initial registered office of this corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Foley & Lardner LLP.

7. INCORPORATOR

a. Name and Address. The name and street address of the incorporator of the corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Michele F. Martin, Esquire	One Independent Drive Suite 1300 Jacksonville, FL 32202

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 13th day of September, 2005.


Michele F. Martin, Esquire, Incorporator

SEP. 13. 2005 2:10PM


FOLEY LARDNER

NO. 6448 P. 5
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, Foley & Lardner LLP hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. Foley & Lardner LLP is familiar with and accepts the obligations of a registered agent.

Foley & Lardner LLP, Registered Agent

By: 
Michele F. Martin
Authorized Signatory

Date: September 13, 2005

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