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**FLORIDA NON-PROFIT CORPORATION**  
**JUNEBUG FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
JUNEBUG FOUNDATION, INC.  
A CORPORATION NOT-FOR-PROFIT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby files these Articles of Incorporation of **JUNEBUG FOUNDATION, INC.**, a corporation not-for-profit pursuant to Section 617.02, Florida Statutes.

**ARTICLE I**

- A. The name of the corporation shall be **JUNEBUG FOUNDATION, INC.**, a corporation not-for-profit (the "Corporation").
- B. The initial address and principal place of business of the Corporation shall be 232 S. Dillard St., Suite 201, Winter Garden, Florida 34787.
- C. The name and address of the registered agent for the Corporation is Dudley Q. Sharp, Jr., at 369 N. New York Ave., Third Floor, Winter Park, Florida 32789.
- D. The name and address of the incorporator is Dudley Q. Sharp, Jr., at 369 N. New York Ave., Third Floor, Winter Park, Florida 32789.

**ARTICLE II**

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 corresponding section of any future federal tax code.

**ARTICLE III**

The Corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of these Articles and the Corporation's bylaws, as amended from time to time; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner (a) as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or other than "charitable purposes" within the meaning of such terms as defined in paragraphs F and G of Article VI of these Articles, or (b) as shall in the opinion of the directors, jeopardize the federal tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code.

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## ARTICLE IV

A. All property received and accepted by the Directors to be administered by the Corporation shall be held, managed, invested and reinvested by the Directors of the Corporation, and the Directors may make payments or distributions of Corporate property to or for the benefit of such one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as the Directors shall from time to time determine; and the Directors may make payments or distributions from Corporate property directly for the charitable purposes of the Corporation as defined in paragraph G of Article VI, as the Directors shall from time to time determine.

B. Earnings from contributions by other corporations shall be distributed by the Directors for use solely within the United States or its possessions.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

D. The Directors shall distribute the earnings of the Corporation 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. Further, the Directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

E. 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit 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.

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#### ARTICLE V

These Articles of Incorporation may be amended at any time or times by written instrument or instruments upon the approval of a majority of the Board of Directors, provided however, that no amendment shall authorize the Corporation, the Directors or Officers to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code. And amendment of the provisions of this Article V (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Directors' amending power. All instruments amending these Articles shall be filed with the Secretary of State for the State of Florida and shall be filed and kept with the records of the Corporation.

#### ARTICLE VI

A. Any Director of the Corporation may, by written instrument, signed and acknowledged, resign his or her office. The number of Directors shall be at all times not less than three (3). Upon the approval of a majority of the Members, if any, or if there shall be no Members, then upon the approval of a majority of the Directors, the number of Directors shall be increased as the approving parties deem necessary or appropriate. The names and addresses of the initial directors who shall serve until the first election are as follows:

Rohland A. June, II  
232 S. Dillard St., Suite 201  
Winter Garden, Florida 34787

Jamie L. June  
232 S. Dillard St., Suite 201  
Winter Garden, Florida 34787

James R. Pratt  
369 N. New York Ave., 3<sup>rd</sup> Floor  
Winter Park, Florida 32789

Directors shall be elected annually by the Members in accordance with the bylaws.

B. The Directors from time to time in office shall have full authority to act even though one or more vacancies in the office of Director may exist, except as otherwise required by Section 617.0803, Florida Statutes. The Directors may, but shall not be required to, elect and appoint such Officers to serve for such terms as the Directors shall deem necessary or appropriate in their sole and absolute discretion.

C. The Directors are authorized pay to themselves and the Officers, if any, amounts for reasonable expenses incurred and reasonable compensation for services rendered in the administration of the Corporation, but in no event shall any Director or who has made a contribution to the Corporation ever receive any compensation thereafter.

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D. The Corporation shall continue in perpetuity unless the Directors shall by unanimous decision elect to dissolve the Corporation and distribute its assets, which action may be taken by the Directors in their sole and absolute discretion at any time. On dissolution and liquidation, and after payment to the Corporation's creditors, if any, the Corporation shall distribute the assets as then constituted to or for the use of such charitable organizations in such amounts and for such charitable purposes as the Directors shall then select and determine.

E. The Directors are authorized at any time and from time to time to form and organize such subsidiary not-for-profit corporations limited to the uses and purposes provided for in these Articles. Any such subsidiary may be organized under the laws of any state or under the laws of the United States as may be determined by the Directors. Such subsidiary corporation(s) when organized shall have power and authority to administer and control the affairs and property and to carry out the uses, objects and purposes of the Corporation. Upon the formation and organization of such subsidiary corporation(s), the Directors may transfer, convey and deliver all, or any part, of the assets of the Corporation then owned by the Corporation or to which the Corporation may be or become entitled.

F. In these Articles and amendments thereto, references to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislations, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organizations described in this paragraph F shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

G. In these Articles and amendments thereto, references to "charitable purposes" or "charitable purpose" shall be limited to and shall include only charitable, religious, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VII

The Directors shall have, in addition to all powers granted by law, and subject to paragraph E of Article IV hereof, the following powers with respect to the Corporation and its property, exercisable in the Directors discretion:

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A. To invest and reinvest the Corporation's property whether real, personal or mixed, and in such manner as they shall deem proper, and from time to time to change the investments of the Corporation as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or persona or real property (including without limitation any interest in or obligations of any corporation, partnership, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is oaf a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No Corporation property, however, shall be loaned, directly or indirectly, to any Directors or to anyone else, corporate or otherwise, who has at any time made a contribution to the Corporation, nor to anyone except on the basis of an adequate interest charge and with adequate security.

B. To sell, lease, or exchange any personal, mixed or real property, at public auction or by private contract, for such consideration and on such terms as to credit (subject to paragraph A of this Article VII) or otherwise, and to make such contracts and enter into such undertakings relating to the Corporation property, as the Directors consider advisable, whether or not such leases or contracts may extend beyond the duration of the Corporation.

C. To borrow money for such period, at such rates of interest, and upon such terms as the Directors consider advisable, and as security for such loans to mortgage or pledge any real or personal property of the Corporation with or without power of sale; to acquire or hold any real, personal or mixed property, subject to any mortgage or pledge on or of property acquired or held by the Corporation.

D. To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which the Corporations engages.

E. To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depository, voting trustee, or otherwise, and in this connection to delegate authority to such committee, depository, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

F. To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as the Directors deem appropriate; to hold Corporation property without indication of fiduciary capacity but only in the name of a registered nominee, provided that the Corporation property is at all times identified as such on the books of the Corporation; to keep any or all of the Corporation property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, agents, attorneys and any special services, and to pay the reasonable

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compensation and expenses of all such services in addition to the compensation of the Directors.

G. To adopt, amend and restate at any time and from time to time bylaws for the Corporation. Provided however, any amendment of the bylaws as such shall relate to the Members or membership interest in or to the Corporation shall require the unanimous consent of the initial Members.

#### ARTICLE VIII

The Directors' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of the Corporation as specified in paragraph G of Article VI.

#### ARTICLE IX

A. The Corporation shall have a single class of Members. The names of initial Members and their addresses are:

Rohland A. June, II  
232 S. Dillard St., Suite 201  
Winter Garden, Florida 34787

Jamie L. June  
232 S. Dillard St., Suite 201  
Winter Garden, Florida 34787

B. The initial Members may admit and expel such additional Members as they shall determine in their sole and absolute discretion.

C. The rights, duties and obligations of the Members shall be as set forth in the bylaws of the Corporation as the same may be amended and modified at any time and from time to time subject to paragraph G of Article VII hereof.

#### ARTICLE X

A. The term Directors as used in these Articles shall include the original or initial Directors and any successor or continuing Director at the time acting. Where appropriate, with reference to the Directors, the use of the masculine shall include the feminine and the neuter, and the plural shall include the singular and vice versa.

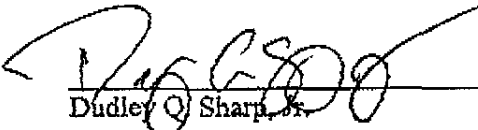
B. Any reference in these Articles to a section of the Internal Revenue Code shall refer to the such section in the Internal Revenue Code of 1986, as the same may be amended at any time or from time to time, or the corresponding provision of any future United States Internal Revenue Law.

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C. The validity, effect and construction of these Articles shall be deemed in accordance the laws of Florida.

IN WITNESS WHEREOF, the undersigned has subscribed his name to the Articles of Incorporation of JUNEBUG FOUNDATION, INC., a corporation not-for-profit, this 20 day of December, 2005.

  
Dudley Q. Sharp, Jr.  
Incorporator

STATE OF FLORIDA     )  
                                      )  
COUNTY OF ORANGE    )

Sworn to and subscribed before me this 20<sup>th</sup> day of December, 2005 by Dudley Q. Sharp, Jr.

✓ who is personally known to me  
\_\_\_\_\_ who produced \_\_\_\_\_ as identification.

Deanne Claiborne  
Print name: \_\_\_\_\_  
Notary Public - State of Florida at large  
Commission Number: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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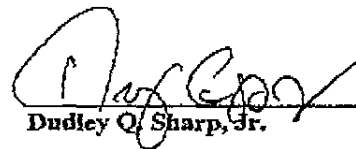
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That JUNEBUG FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Dudley Q. Sharp, Jr., located at 369 N. New York Avenue, Third Floor, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: December 20, 2005

  
Dudley Q. Sharp, Jr.

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05 DEC 20 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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