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January 31, 2006

**By Hand Delivery**

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Eppinger Family Foundation, Inc.


Dear Sir or Madam:

Enclosed for filing are an original and one copy each of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced nonprofit corporation. Also enclosed is our law firm check in the amount of \$70.00 for the filing fee (\$35.00) and registered agent designation (\$35.00).

If "will-wait" service is available today, please return our document copies to my assistant; otherwise, please return them to me in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,



Carolyn D. Olive

CDO/ldv  
Enclosures

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06 JAN 31 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation of**  
**EPPINGER FAMILY FOUNDATION, INC.**  
**a Florida corporation not for profit**

\*\*\*\*\*

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I.**  
**Name**

The name of this Corporation shall be: **EPPINGER FAMILY FOUNDATION, INC.**

**ARTICLE II.**  
**Address**

The street address of the initial principal office of this Corporation, and the mailing address of this Corporation, shall be: 3851 Moriarity Court, Tallahassee, Florida 32308-2854.

**ARTICLE III.**  
**Corporate Purposes**

A. The Corporation is organized on a non-stock basis as a nonprofit organization to be operated exclusively for charitable, scientific, literary, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set forth above, including the making of distributions to organizations that are qualified organizations under Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provisions of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

C. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, trustee, director, member, or any other private person; provided, however, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in the Article.

D. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

E. During any period that the Corporation should be deemed a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation: (1) shall not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (2) shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a); (3) shall not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) shall not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in these Articles, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

**ARTICLE IV.**  
**Term of Corporate Existence**

This Corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE V.**  
**Corporate Powers**

This Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided hereinabove.

**ARTICLE VI.**  
**Members**

The Corporation shall not have capital stock and shall have no voting members. The Board of Trustees may authorize the establishment of nonvoting honorary membership from time to time. The qualification for such members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership.

**ARTICLE VII.**  
**Board of Trustees**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but at all times shall consist of not fewer than three members. The manner and method of election of the Board of Trustees shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Trustees shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial Board of Trustees of the Corporation shall consist of four members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until his or her successor has been elected and qualified or until his or her earlier resignation, removal from office, inability to act, or death:

|                              |                                                         |
|------------------------------|---------------------------------------------------------|
| <b>EDWARD ALLEN EPPINGER</b> | 3851 Moriarity Court<br>Tallahassee, Florida 32308-2854 |
| <b>MARY ANN EPPINGER</b>     | 3851 Moriarity Court<br>Tallahassee, Florida 32308-2854 |
| <b>ANNE M. MARTELL</b>       | 106 Red Bluff Run<br>Rincon, Georgia 31326              |
| <b>J. ALLEN EPPINGER</b>     | 6017 Leighread Road<br>Tallahassee, Florida 32309       |

**ARTICLE VIII.**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Trustees at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Trustees may deem necessary, to be elected by the Board of Trustees or chosen in such other manner as prescribed by the Bylaws. A person may hold more than one office.

**ARTICLE IX.**  
**Registered Office and Registered Agent**

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

|                              |                                                          |
|------------------------------|----------------------------------------------------------|
| <b>EDWARD ALLEN EPPINGER</b> | 3851 Moriarity Court<br>Tallahassee, Florida 32308-2854. |
|------------------------------|----------------------------------------------------------|

The Board of Trustees may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE X.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon members hereunder are granted subject to this reservation.

**ARTICLE XI.**  
**Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any one or more organizations which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, trustee, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE XII.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

**EDWARD ALLEN EPPINGER**      3851 Moriarity Court  
Tallahassee, Florida 32308-2854

*IN WITNESS WHEREOF*, I have executed these Articles of Incorporation of **EPPINGER FAMILY FOUNDATION, INC.** this 27<sup>th</sup> day of January, 2006.

  
**EDWARD ALLEN EPPINGER**  
Incorporator

**STATE OF FLORIDA**  
**COUNTY OF LEON**

*The foregoing Articles of Incorporation of EPPINGER FAMILY FOUNDATION, INC. were acknowledged before me this 27<sup>th</sup> day of January, 2006, by EDWARD ALLEN EPPINGER*  
*[(X)] who is personally known to me; or ( ) who produced \_\_\_\_\_ identification], as Incorporator.*

  
*Signature of Notary Public*

*Notary Stamp/Seal:*



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, **EPPINGER FAMILY FOUNDATION, INC.**, desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated **3851 Moriarity Court, Tallahassee, Florida 32308-2854**, as its initial Registered Office, and has named **EDWARD ALLEN EPPINGER**, located at said address, as its initial Registered Agent.

Edward Allen Eppinger  
**EDWARD ALLEN EPPINGER**  
Incorporator

Date: Jan. 27, 2006

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06 JAN 31 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

Edward Allen Eppinger  
**EDWARD ALLEN EPPINGER**  
Registered Agent

Date: Jan. 27, 2006

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