

# NA6000005279

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

PSS/WM Employee Education Fund, Inc.

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**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I. NAME**

The name of the corporation shall be: PSS/MM Employee Education Fund, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 4345 Southpoint Blvd.; Jacksonville, FL 32216.

**ARTICLE III. PURPOSE**

PSS/MM Employee Education Fund, Inc. (the "Fund") 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 IV. MANNER OF ELECTION**

The manner in which the directors are elected or appointed:  
Directors will be appointed by the incorporator at an organizational meeting.

**ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Jeffrey Anthony, President, 4345 Southpoint Blvd.; Jacksonville, FL 32216  
David Bronson, Treasurer, 4345 Southpoint Blvd.; Jacksonville, FL 32216  
David Smith, Director, 4345 Southpoint Blvd.; Jacksonville, FL 32216  
Gary Corless, Director, 4345 Southpoint Blvd.; Jacksonville, FL 32216

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:  
John Salley, 4345 Southpoint Blvd.; Jacksonville, FL 32216

**ARTICLE VII. INCORPORATOR**

The name and address of the Incorporator is:  
Margaret Carr, 165 Madison Avenue, Suite 2000, Memphis, TN 38103


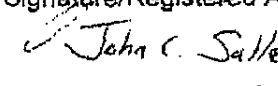
**ARTICLE VIII. ADDITIONAL PROVISIONS**

- a) No part of the net earnings of the Fund shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Fund 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 Fund shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the Fund 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 Fund 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.

- b) Upon the dissolution of the Fund, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Fund 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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 5-11-06  
Signature/Registered Agent Date  
 John C. Salley

 5/11/06  
Signature/Incorporator Date