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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-8.10-19

HILLEGASS, CHEPENIK & HOOD
CERTIFIED PUBLIC ACCOUNTANTS
427 NORTH 3RD STREET
JACKSONVILLE BEACH, FLORIDA 32250-7028

MARVIN H. CHEPENIK, C.P.A., P.A.
WILLIAM G. HILLEGASS, C.P.A., P.A.
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October 16, 2006


**Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314**

Subject: McCMEF, Inc. Incorporation

Enclosed is an application and a copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and a certificate of Status.

Please send the certificate of status to the undersigned.

Sincerely,


**William G. Hillegass
427 North 3rd Street
Jacksonville Beach, FL 32250**

ARTICLES OF INCORPORATION 06 OCT 19 PM 2:51
OF
McCMEF, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, natural persons competent to contract, hereby file 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 the corporation shall be **McCMEF, INC.**

ARTICLE II
PURPOSES, POWERS, PROHIBITIONS AND DISSOLUTION

1. **Purposes.**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of §§ 501(c)(3) and 501(c)(13) of the Internal Revenue Code of 1986, as amended (the "Code").

2. **Powers.**

(a) The corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the corporation to qualify as a charitable organization within the meaning of §§ 501(c)(3) and 501(c)(13) of the Code. To this end, the corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, country, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the corporation.

3. Prohibited Activities.

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 this Article II. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 §§ 501(c)(3) and 501(c)(13) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

4. Dissolution.

Upon dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal, state or local 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.

ARTICLE III
PRIVATE FOUNDATION

If the corporation is a private foundation within the meaning of §509 of the Code, then the provisions of this Article III shall apply.

(a) The corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by §4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code.

ARTICLE IV
MEMBERS

The initial class of members of the corporation shall be its Board of Directors as reflected in Article X. Going forward, a member shall be admitted to the corporation in accordance with the Bylaws.

ARTICLE V
TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless it is earlier dissolved by the members or according to law.

ARTICLE VI
PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be 233 San Juan Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE VII
REGISTERED OFFICE AND AGENT

(a) The street address of the registered office of the corporation is c/o 50 North Laura Street, Suite 2600, Jacksonville, FL 32202.

(b) The name of the registered agent of the corporation located at the address of the registered office is FRED M. CONE, JR., ESQUIRE.

ARTICLE VIII
INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are as follows:

Suzanne McCormick Taylor
233 San Juan Drive
Ponte Vedra Beach, FL 32082

and

Barbara McCormick Tinney
541 McCollum Circle
Neptune Beach, FL 32266

ARTICLE IX
OFFICERS

(a) The corporation shall have a President, Vice President, Secretary, and Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, and an Assistant Secretary. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

(b) Officers shall be elected, removed and hold office as provided in the Bylaws.

(c) The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President:	Suzanne McCormick Taylor	233 San Juan Drive Ponte Vedra Beach, FL 32082
Vice President:	Barbara McCormick Tinney	541 McCollum Circle Neptune Beach, FL 32266
Secretary:	Lisa Mantock	2604 Spring Lake Drive Richardson, TX 75082
Treasurer:	Wade T. McCormick	352 S. Mill View Way Ponte Vedra Beach, FL 32082

ARTICLE X

BOARD OF DIRECTORS

(a) The affairs and business of the corporation shall be conducted by a Board of Directors consisting of not less than four (4) persons. Going forward, the members of the Board of Directors shall be elected, removed, and hold office as provided in the Bylaws.

(b) The names of the individuals comprising the first Board of Directors and their respective addresses are:

<u>Name</u>	<u>Address</u>
Suzanne McCormick Taylor	233 San Juan Drive Ponte Vedra Beach, FL 32082
Barbara McCormick Tinney	541 McCollum Circle Neptune Beach, FL 32266
Lisa Mantock	2604 Spring Lake Drive Richardson, TX 75082
Wade T. McCormick	352 S. Mill View Way Ponte Vedra Beach, FL 32082

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal, the replacement Director(s) shall be elected in accordance with the Bylaws.

ARTICLE XI

BYLAWS

The Board of Directors shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, or repealed by the Board of Directors in any manner permitted by the Bylaws which is in accord with the purposes of the corporation as set out in these Articles of Incorporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under §§ 501(c)(3) and 501(c)(13) of the Code.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director or officer of the corporation, or in his or her capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.


(ii) By or in the right of the corporation to procure a judgment in its favor by reason of his or her being or having been a Director or officer of the corporation, or by reason of his or her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the

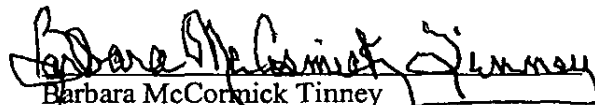
request of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned, being the original Incorporators to the foregoing Articles of Incorporation, have executed these Articles this 28 day of AUGUST, 2006.


Suzanne McCormick Taylor
Incorporator


Barbara McCormick Tinney
Incorporator

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 28 day of August, 2006, by SUZANNE McCORMICK TAYLOR and BARBARA McCORMICK TINNEY, who are personally known to me, or who produced known as identification, and who did take an oath.

NOTARY PUBLIC:

Joe W. Dunkin
print: _____

State of Florida at Large (Seal)

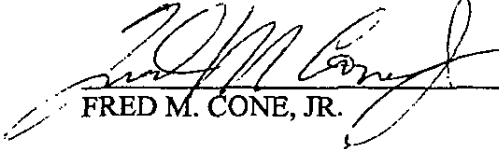
My commission expires:

JOE W. DUNKIN
Notary Public, State of Florida
My comm. expires February 11, 2008
Comm. No. 000091425 2010

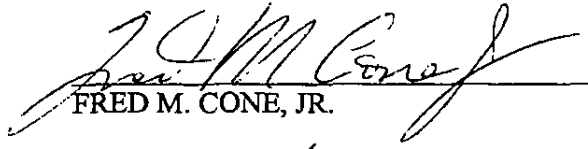
CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

McCMEF, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA AS A NOT FOR PROFIT CORPORATION WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF
FLORIDA, HAS NAMED FRED M. CONE, JR., ESQUIRE, FRED M. CONE, P.A., c/o 50
NORTH LAURA STREET, SUITE 2600, JACKSONVILLE, FLORIDA 32202, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


FRED M. CONE, JR.
Dated: 5-16, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED NOT FOR PROFIT CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


FRED M. CONE, JR.
Dated: 5-16, 2006

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TALLAHASSEE, FLORIDA