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FLORIDA PROFIT/NON PROFIT CORPORATION

THE JERRY L. AND FAY E. BAINBRIDGE FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE JERRY L. AND FAY E. BAINBRIDGE FAMILY FOUNDATION, INC.

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

I.

NAME OF CORPORATION

The name of this corporation shall be:

The Jerry L. and Fay E. Bainbridge Family Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

c/o J.L. Bainbridge & Company, Inc.
1582 Main Street
Sarasota, Florida 34236

II.

PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, cultural and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, directors, 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 herein. 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Further, the corporation shall not make any distributions to organizations that promote an environmental agenda or to any organization that engages in activities designed to influence public opinion regarding environmental or political issues.

Any scholarships provided by the corporation shall be granted in a manner that complies with Section 4945 of the Code. In particular, scholarship recipients shall be determined on an objective and non-discriminatory basis, based upon a procedure approved in advance by the Internal Revenue Service, and the Board of Directors shall demonstrate to the satisfaction of the Internal Revenue Service that the scholarship will be used for study at an educational institution described in section 170(b)(1)(A)(ii) of the Code. As necessary, the Board of Directors shall exert reasonable effort and establish adequate procedures to assure that the scholarship is spent solely for the purposes for which made and, as necessary, shall obtain full and complete reports from the recipient on how funds are spent and shall provide such information to the Internal Revenue Service as may be necessary.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and posed by Section 4942 of the Internal Revenue Code. Further, the corporation 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(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons and no more than ten (10) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the bylaws.

The initial members of the board of directors are as follows:

Jerry L. Bainbridge
1582 Main Street
Sarasota, Florida 34236

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Fay E. Bainbridge
1582 Main Street
Sarasota, Florida 34236

Barton L. Bainbridge
1604 Hatfield Avenue
Sarasota, Florida 34235

Barbara J. Bainbridge
1604 Hatfield Avenue
Sarasota, Florida 34235

Kip D. Schoonover
1337 Pomelo Avenue
Sarasota, Florida 34239

Bridget L. Schoonover
1337 Pomelo Avenue
Sarasota, Florida 34239

**IV.
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**V.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VI.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 S. Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Ric Gregoria.

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**VII.
INCORPORATORS**

The name and address of the incorporators to these Articles of Incorporation is as follows:

Jerry L. Bainbridge
Fay E. Bainbridge
1582 Main Street
Sarasota, Florida 34236

**VIII.
MEMBERS**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The initial members of this corporation shall consist of the following individuals:

Jerry L. Bainbridge
1582 Main Street
Sarasota, Florida 34236

Fay E. Bainbridge
1582 Main Street
Sarasota, Florida 34236

**IX.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**X.
DISTRIBUTION UPON DISSOLUTION**

The corporation shall liquidate and dissolve over a twenty-year period commencing as of the death of the survivor of Jerry L. and Fay E. Bainbridge. During the calendar year following the year of the death of the survivor of Jerry L. and Fay E. Bainbridge, the corporation shall distribute 1/20th of its assets (determined as of the end of the prior calendar year) to or for the benefit of charitable organizations described in the paragraph below. During year succeeding year, the corporation shall distribute 1/19th of its assets, and shall follow this pattern until the 20th year, at which time the corporation shall make its final distribution.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or

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organizations 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 an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose, provided, however, that the corporation shall not make any distributions to organizations that promote an environmental agenda or to any organization that engages in activities designed to influence public opinion regarding environmental or political issues. 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 organization is 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.

**XI.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by the unanimous vote of the directors and members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th day of December 2006.


Jerry L. Bainbridge
Incorporator


Fay E. Bainbridge
Incorporator

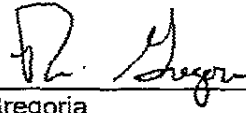
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of The Jerry L. and Fay E. Bainbridge Family Foundation, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Ric Gregoria
Registered Agent

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