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FLORIDA PROFIT/NON PROFIT CORPORATION

SCHILLER FAMILY FOUNDATION, INC.

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ARTICLES OF INCORPORATION

OF

SCHILLER FAMILY FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1 - Name. The name of this corporation shall be **SCHILLER FAMILY FOUNDATION, INC.**

ARTICLE II

Principal Office and Mailing Address

Section 2.1 - Principal Office and Mailing Address. The principal place of business of this corporation shall be 3940 ALHAMBRA DRIVE WEST, JACKSONVILLE, FLORIDA 32207; and the mailing address of this corporation shall be 3940 ALHAMBRA DRIVE WEST, JACKSONVILLE, FLORIDA 32207.

ARTICLE III

Purposes

Section 3.1 - Purposes. This corporation is organized exclusively for charitable, educational, religious 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 of 1986, as amended, or corresponding section of any future federal tax code. It is intended that this corporation shall not engage in any activity for pecuniary profit.

Section 3.2 - Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904) 355-0355
Fla. Bar No.: 456586

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ARTICLE IV

Directors

Section 4.1 - Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2 - Initial Director. The names and street addresses of the initial directors of the corporation are:

ROBERT R. SCHILLER
3940 ALHAMBRA DRIVE WEST
JACKSONVILLE, FLORIDA 32207

DEBORAH SCHILLER
3940 ALHAMBRA DRIVE WEST
JACKSONVILLE, FLORIDA 32207

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Section 4.3 - Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4 - Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its directors for their services, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5 - Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE V

Initial Registered Agent and Address

Section 5.1 - Name and Address. The name and street address of the initial registered agent of this corporation is:

ROBERT R. SCHILLER
3940 ALHAMBRA DRIVE WEST
JACKSONVILLE, FLORIDA 32207

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ARTICLE VI
Incorporator

Section 6.1 - Name and Address. The name and street address of the incorporator of this corporation is:

ROBERT R. SCHILLER
3940 ALHAMBRA DRIVE WEST
JACKSONVILLE, FLORIDA 32207

ARTICLE VII
Effective Date; Duration

Section 7.1 - Effective Date. Corporate existence shall commence on the date these Articles are executed.

Section 7.2 - Duration. This corporation shall exist perpetually.

ARTICLE VIII
Members

Section 8.1 - Members. This corporation shall not have members.

ARTICLE IX
Dissolution

Section 9.1 - Dissolution. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the board of directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

ARTICLE X
Bylaws

Section 10.1 - Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

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ARTICLE XI

Amendment

Section 11.1 - Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 14th day of August, 2007.



ROBERT R. SCHILLER

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

SCHILLER FAMILY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates ROBERT R. SCHILLER, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3940 ALHAMBRA DRIVE WEST, JACKSONVILLE, FLORIDA 32207

DATED this 14th day of August, 2007.



ROBERT R. SCHILLER

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 14th day of August, 2007.



ROBERT R. SCHILLER

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