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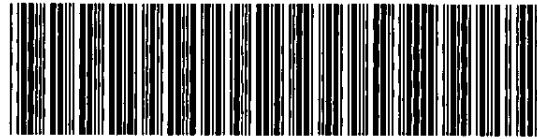
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COHEN POLLOCK MERLIN & SMALL

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW
3350 RIVERWOOD PARKWAY
SUITE 1600
ATLANTA, GEORGIA 30339

Cathy R. Ellis
cellis@cpmas.com

Direct Dial: 770.857.1687
Facsimile: 770.857.1688

September 26, 2007

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: The John and Ann McPherson Foundation, Inc.
CPMAS File No. 25628

Dear Sir or Madam:

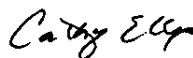
To incorporate The John and Ann McPherson Foundation, Inc., in the State of Florida, enclosed please find the following:

- (1) The original and two (2) copies of the Articles of Incorporation of The John and Ann McPherson Foundation, Inc.; and
- (2) Our firm's check in the amount of \$78.75, payable to the Florida Secretary of State, for applicable filing fees.

Please accept these for filing and stamp the additional copy of the Articles of Incorporation as a certified copy, and return same to me in the enclosed envelope.

If you have any questions, please do not hesitate to call me.

Sincerely,



Cathy Ellis
Paralegal

CRE:bms
Enclosure
#444843

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE JOHN AND ANN McPHERSON FOUNDATION, INC.

I.

The name of the Corporation is:

THE JOHN AND ANN McPHERSON FOUNDATION, INC.

II.

The Corporation is organized as a not-for-profit corporation without stock under the laws of the State of Florida.

III.

The Corporation is organized exclusively for religious, charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, in particular, for the following purposes:

To provide grants to other organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) in support of the exempt purposes of such organizations.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or

which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the objects and purposes set forth in these Articles, it is expressly provided that to such extent as a not-for-profit corporation organized under the laws of the State of Florida may now or in the future lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the laws of the State of Florida or under any act amending, supplementing or substituting for such laws.

The provisions of this Article III shall be construed both as purposes and powers and each as an independent purpose and power. The specific purposes and powers enumerated above shall, except when otherwise provided in this Article III, in no way be limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

Notwithstanding any other provision of these Articles:

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to its 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 above;

(B) The Corporation shall not carry on any propaganda, or otherwise attempt to influence legislation, and 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; and

(C) The Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

IV.

(A) The Corporation will 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 imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax

code.

(D) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

V.

The initial registered office of the Corporation shall be at 8022 Pebble Creek Lane East, Ponte Vedra Beach, Florida 32082. The initial registered agent of the Corporation shall be John D. McPherson, Jr..

VI.

The street and mailing address of the initial principal place of business of the Corporation is 8022 Pebble Creek Lane East, Ponte Vedra Beach, Florida 32082.

VII.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be managed under the direction of, the Corporation's Board of Trustees. Trustees, except for the members of the initial Board of Trustees, shall be selected in the manner set forth in the Corporation's By-Laws, as from time to time amended. The initial Board of Trustees shall consist of four (4) members, who shall be as

follows:

<u>Name</u>	<u>Address</u>
(1) John D. McPherson, Jr.	8022 Pebble Creek Lane East Ponte Vedra Beach, Florida 32082
(2) Ann R. McPherson	8022 Pebble Creek Lane East Ponte Vedra Beach, Florida 32082
(3) John D. McPherson, III	P.O. Box 1286, 215 S. Poplar Hutchinson, Kansas 67504
(4) Melissa McPherson	10657 Ashford Circle Waldorf, Maryland 20603

VIII.

The name and address of the incorporator, being a natural person competent to contract, is John D. McPherson, Jr., 8022 Pebble Creek Lane East, Ponte Vedra Beach, Florida 32082.

IX.

By unanimous vote of the Trustees of the Corporation then in office, these Articles may be surrendered and the Corporation dissolved. In the event of dissolution, whether voluntary or involuntary, the residual assets of the Corporation will be turned over to one or more organizations which, at the time of such distribution(s), themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or the corresponding sections of any future federal tax code, or to the federal or a state or local government exclusively for public purposes. 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 the exempt purposes of the Corporation or to such organization or organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or the corresponding sections of any future federal tax code, as said court shall determine. In no event shall any benefit accrue by reason of any such dissolution to any of the incorporators, officers or Trustees of the Corporation.

X.

The Corporation shall not have members.


XI.

The Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

XII.


The Trustees of the Corporation shall be immune from liability to the Corporation to the fullest extent permitted from time to time by the laws of the State of Florida or any applicable successor law or laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Ponte Vedra Beach, Saint Johns County, Florida, this 21st day of September, 2007.



John D. McPherson, Jr.
Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

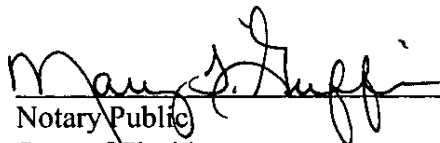


John D. McPherson, Jr.
Registered Agent

STATE OF FLORIDA }
COUNTY OF SAINT JOHNS }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, John D. McPherson, Jr., to me known to be the person described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of September, 2007.



Notary Public
State of Florida
My Commission Expires:

MARY T. GRIFFIN
Notary Public, State of Florida
My comm. expires Aug. 20, 2010
Comm. No. DD 579564

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TALLAHASSEE, FLORIDA