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Florida Department of State  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**THE FRED E. AND TERRY R. SLOCUM FOUNDATION, INC.**

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION OF  
THE FRED E. AND TERRY R. SLOCUM FOUNDATION, INC.**

The undersigned, acting as the Incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I  
Name

The name of the Corporation shall be **THE FRED E. AND TERRY R. SLOCUM FOUNDATION, INC.**

Article II  
Duration

The duration of the Corporation is perpetual.

Article III  
Principal Office

The principal place of business and mailing address of the Corporation, located in Escambia County, Florida, shall be:

17131 Perdido Key Drive, Unit 601  
Pensacola, Florida 32507

Article IV  
Purposes

The purposes and powers for which the Corporation (hereinafter called the Corporation) is organized are as follows:

Section 1. This Corporation is created to devote and apply its funds for charitable, religious, educational and scientific purposes, either directly or indirectly by contributions to organizations duly authorized to carry on such activities and which have

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established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and its regulations, and the property, assets, profits and income of the Corporation are irrevocably dedicated to such purposes. The specific activities of the Corporation shall be to make grants to organizations qualified under Code Section 501(c)(3) and to also provide scholarships for individuals, all in accordance with the requirements of Code Section 501(c)(3).

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 IV. 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, 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 section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 3. The Corporation, during any period when it is a "private foundation"

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under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a); (2) retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a); (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by code Section 4944; (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a); or (5) fail to distribute, for the purposes specified in these articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

Section 4. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

#### Article V Members

This Corporation shall have no members. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its past or

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present directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current director or officer.

Article VI  
Board of Directors and Manner of Election

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than three (3) elected directors nor more than fifteen (15) elected directors from among the directors of the Corporation, as may be fixed by the By-Laws. Such directors will be elected at the annual meeting of all of the directors of this Corporation to be held in September of each year at such time and at such place as the Board of Directors may from time to time fix.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer, and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII  
Initial Directors

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

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Fred E. Slocum  
17131 Perdido Key Drive, Unit 601  
Pensacola, Florida 32507

Terry R. Slocum  
17131 Perdido Key Drive, Unit 601  
Pensacola, Florida 32507

Christopher B. Ham  
2165 Wood Creek Drive  
Germantown, Tennessee 38138

Brandon Scott Slocum, Sr.  
1653 Tappahannock Trail  
Marietta, Georgia 30062

David Callahan  
628 Highway 2  
Varnell, Georgia 30756

Article VIII  
Initial Registered Agent and Street Address

The name, and Florida street address of the registered agent is:

Fred E. Slocum  
17131 Perdido Key Drive, Unit 601  
Pensacola, Florida 32507

Article IX  
Incorporator

The name and address of the Incorporator is:

Fred E. Slocum  
17131 Perdido Key Drive, Unit 601  
Pensacola, Florida 32507

Article X  
Indemnification

The Corporation shall indemnify the directors, officers, employees and agents of  
the Corporation who are involved in any suit, action or proceeding by reason of such

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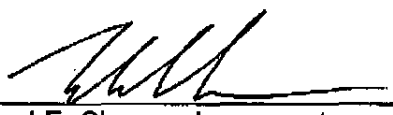
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person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act.

Article XI  
By-Laws

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors. Such proposed amendments may then be adopted by the approval of two-thirds of the board present at such annual or special meeting.

Executed this 2 day of NOVEMBER, 2008.

  
Fred E. Slocum, Incorporator

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE **FRED E. AND TERRY R. SLOCUM FOUNDATION, INC.**, A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: Nov. 2, 2008  
\_\_\_\_\_  
Fred E. Slocum, Registered Agent

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