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Division of Corporations

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Phone : (904) 798-3200
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FLORIDA PROFIT/NON PROFIT CORPORATION

CANTON MILLS, INC.

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**ARTICLES OF INCORPORATION
OF
CANTON MILLS, INC.**

A Florida "Not for Profit" Corporation

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Canton Mills, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 2403 Greymoore Drive, Frisco, Texas 75034.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the Corporation is 2403 Greymoore Drive, Frisco, Texas 75043.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation in the state of Florida is located at 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the initial registered agent of the Corporation at that address is RAX CO. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE V
DURATION/MEMBERSHIP**

The period of duration of the Corporation is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws of the Corporation.

**ARTICLE VI
BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

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<u>Name</u>	<u>Address</u>
Robbie Wittner	2403 Greymoore Drive, Frisco, Texas 75034
T. Wayne Nance	2403 Greymoore Drive, Frisco, Texas 75034
Tommy Nance	2403 Greymoore Drive, Frisco, Texas 75034

ARTICLE VII INCORPORATOR

The name and address of the incorporator is RAX CO, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

ARTICLE VIII CORPORATE PURPOSES

The Corporation is formed and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, 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, or the corresponding provision of any future federal tax code.

It may engage in any lawful business purpose or enterprise not for pecuniary profit for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the board of directors may deem to be in the best interests of the Corporation, and to do all other things deemed by the board of directors to be necessary or desirable in connection with any of the Corporation's business.

It may engage in any lawful business purpose in compliance with Florida Statutes Chapter 196.192 (Exemption), 196.196 (Charitable), 196.197 (Nursing Homes), 196.1975 (Homes for the Aged) and 196.1978 (Affordable Housing).

ARTICLE IX LIMITATIONS

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (i) exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or (ii) whose contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

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**ARTICLE X
EXCLUSIVITY**

The Corporation is organized exclusively for charitable and educational purposes.

**ARTICLE XI
NO PRIVATE INUREMENT**

The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof, if any, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**ARTICLE XII
LOBBYING AND POLITICAL CAMPAIGNS**

No substantial part of the activities of the Corporation shall consist of 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.

**ARTICLE XIII
DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes.

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by applicable law. No director or officer of the Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not-For-Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article XIV shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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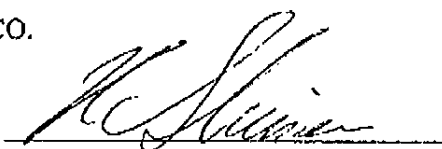
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles on
this 14 day of April, 2009.

INCORPORATOR

RAX CO.

By:


Name: Halcyon E. Skinner

Title: President

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT
OF
CANTON MILLS, INC.**

Pursuant to Section 617.501, Florida Statutes, RAX CO., located at 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202, having been named as the initial Registered Agent for the service of process within the state of Florida upon Canton Mills, Inc., a not-for-profit corporation organized under the laws of the state of Florida, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida, on this 14 day of April, 2009.

RAX CO.

By: 

Name: Halcyon E. Skinner

Title: President

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