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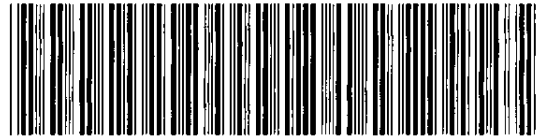
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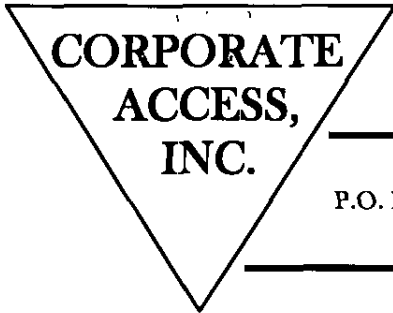
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Articles

1.

Joan Bennet Clayton Foundation, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION
OF
JOAN BENNET CLAYTON FOUNDATION, INC.

I, the undersigned, who is a natural person competent to contract, acting as Incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is JOAN BENNET CLAYTON FOUNDATION, INC.

II.

The purposes for which the corporation is organized are as follows:

To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

No part of the net earnings of this corporation shall be distributed to or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation to effect one or more of its purposes). No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons, including without limitation research on and conservation of turtles and tortoises.

III.

The Board of Directors shall constitute the only members of the Corporation.

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IV.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) persons. Directors other than the initial directors shall be appointed by a resolution adopted by a majority vote of the initial directors, and when applicable, their successor directors. Appointment of directors to succeed existing directors may be made prospectively and in such case the time or event at which appointment shall be effective shall be included in the resolution making such appointment.

V.

The corporation is to have perpetual existence.

VI.

The address of the initial registered office of the Corporation is 108 Hillcrest Street, Orlando, Florida 32801, and the initial registered agent at that address is Thomas R. Allen.

VII.

The address of the initial principal office of the Corporation is 1090 North Park Avenue, Winter Park, Florida 32789-2572.

VIII.

The name and residence of the Incorporator hereto is:

<u>NAME</u>	<u>ADDRESS</u>
Joan B. Clayton	1090 North Park Avenue Winter Park, Florida 32789-2572

IX.

The names and addresses of the three (3) persons who are to serve as the first Board of Directors of the Corporation are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Joan B. Clayton	1090 North Park Avenue Winter Park, Florida 32789-2572
Clay W. Clayton	1006 Nottingham Street Orlando, Florida 32803
Hope Clayton Roll	1194 North Park Avenue Winter Park, Florida 32789

X.

The Directors by the affirmative vote of a majority of the then Directors may propose, amend or restate these Articles of Incorporation and may make, alter, or rescind By-Laws at any time by the affirmative vote of a majority of the then Directors.

XI.

This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, as the same may be amended (the "Act").

XII.

1. 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws.

2. The corporation shall distribute its income for each taxable 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 of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

XIII.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, pursuant to procedures contained in the Act, distribute of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.

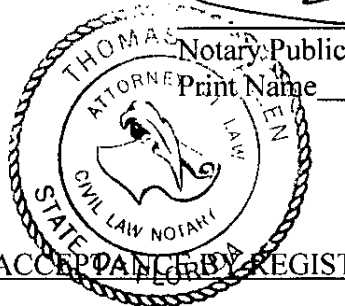
IN WITNESS WHEREOF, the undersigned has hereto subscribed their name and affixed their seal at Orlando, Florida, this 28th day of April, 2009.


JOAN B. CLAYTON

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of April, 2009, by JOAN B. CLAYTON, who is personally known to me ~~or who has produced~~ _____ as identification.

My Commission Expires:

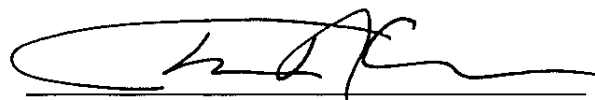


Notary Public
Print Name THOMAS R. ALLEN

CERTIFICATE AND ACCEPTANCE BY REGISTERED AGENT

I hereby certify that the street address of the registered office and the street address of the business office of the registered agent of JOAN BENNET CLAYTON FOUNDATION, INC. are identical.

Having been named as registered agent for JOAN BENNET CLAYTON FOUNDATION, INC. at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


THOMAS R. ALLEN, Registered Agent