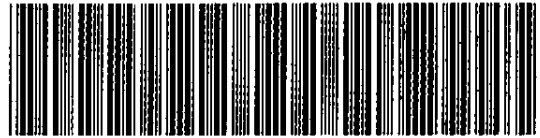


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LAW OFFICES

DONAHOO, BALL & McMENAMY, P.A.

50 NORTH LAURA STREET, SUITE 2925

JACKSONVILLE, FLORIDA 32202

www.donahooball.com

(904) 354-8080

FAX: (904) 791-9563

*BOARD CERTIFIED TAX LAWYER

THOMAS M. DONAHOO*

HAYWOOD M. BALL

WILLIAM B. McMENAMY*

THOMAS M. DONAHOO, JR.

EMILY K. DILLOW

JOHN W. DONAHOO

(1907-1993)

May 14, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: JT Townsend Foundation, Inc.
Our File Reference: 8744.003

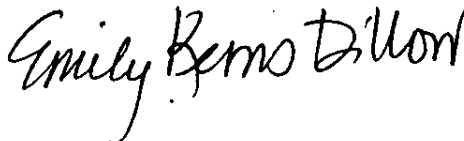
Dear Madam or Sir:

I am sending the following for your further handling with regard to the above referenced entity:

1. Articles of Incorporation of JT Townsend Foundation, Inc.
2. Copy of Letter Number 810A00009336.

Please return the certified copy to our office at the above address. Thank you for your assistance with this matter and if you should have any questions, please feel free to give me a call.

Sincerely,



Emily Kerns Dillow

Enclosures

cc: JT Townsend
Scott Ross VIA email
Karen Estella Smith VIA email



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 15, 2010

DONAHOO, BALL & MCMENAMY, P.A.
ATTN: THOMAS M. DONAHOO, JR.
50 NORTH LAURA STREET, SUITE 2925
JACKSONVILLE, FL 32202

SUBJECT: JT TOWNSEND FOUNDATION, INC.
Ref. Number: W10000018421

We have received your document for JT TOWNSEND FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 810A00009336

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
10 MAY 19 AM 11:40

ARTICLES OF INCORPORATION
OF
JT TOWNSEND FOUNDATION, INC.

FILED
10 MAY 19 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby executes said Articles of Incorporation for the purpose of forming a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida.

ARTICLE 1. NAME AND ADDRESS

The name of the corporation and the street address of the initial principal office is JT Townsend Foundation, Inc., 10061 Bradley Road, Jacksonville, FL 32246. The mailing address of the corporation shall be the same as the street address.

ARTICLE 2. DURATION

This corporation is to exist perpetually.

ARTICLE 3. PURPOSE

This corporation is organized exclusively for charitable, religious, educational, 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, or the corresponding section of any future federal tax code.

ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 50 North Laura Street, Suite 2925, Jacksonville, FL 32202, and the name of the initial registered agent is Thomas M. Donahoo Jr.

I hereby state that I am familiar with the obligations of, and accept appointment as registered agent on behalf of JT TOWNSEND FOUNDATION, INC.



THOMAS M. DONAHOO JR.

ARTICLE 5. BOARD OF DIRECTORS

This corporation shall have three directors initially. The manner in which the directors are elected or appointed is set forth in the Bylaws of the corporation. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JT Townsend	10061 Bradley Road Jacksonville, FL 32246
Scott Ross	787 Cherry Grove Road Orange Park, FL 32073
Charles F. Zimmer	1856 Bahama Avenue N. Marco Island, FL 34145

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SECRETARY OF STATE
FLORIDA

ARTICLE 6. INCORPORATOR

The name and post office address of the Incorporator to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas M. Donahoo Jr.	50 N. Laura Street, Suite 2925 Jacksonville, FL 32202

ARTICLE 7. DISSOLUTION AND DISTRIBUTION

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.

ARTICLE 8. MISCELLANEOUS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply:

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

(2) 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.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) or 2055 of the Code.

(4) If the corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the following provisions shall apply:

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation will not retain any excess business holdings as defined in

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TALLAHASSEE FLORIDA

Section 4943(c) of the Code.

(d) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 9. INDEMNIFICATION

The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding pursuant to the provisions of Section 617.0831 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 14th day of May, 2010, for the purpose of forming this non-profit corporation under the Non-Profit Corporation Law of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



THOMAS M. DONAHOO JR.