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TALLAHASSEE FLORIDA

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DONNELLY & GROSS, P.A.

Attorneys and Counsellors at Law

GAINESVILLE OFFICE:
2421 NW 41st St., Ste A-1
Gainesville, FL 32606
352. 374. 4001
FAX: 352. 374. 4046

FT. MYERS OFFICE:
2050 McGregor Blvd.
Fort Myers, FL 33901
239. 226. 4001
FAX: 352. 374. 4046

REPLY TO:
Gainesville Office

November 15, 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject : Ref. Number W10000052433
St. Johns County Firefighters Benevolent Fund, Inc.
IRS non-profit FEIN NO. 90-0613667

Dear Sir/Madam,

Enclosed please find a revised original and copy of the Articles of Incorporation signed by both the Registered Agent and Incorporator as requested in your letter dated November 9, 2010.

Should you have any questions concerning this amended filing, please feel free to contact me.

Sincerely,



James F. Brantley

Registered Agent & Incorporator
St. Johns County Firefighters Benevolent Fund, Inc.

jbrantley@laborattorneys.org



FLORIDA DEPARTMENT OF STATE
Division of Corporations

COPY

November 9, 2010

DONNELLY & GROSS, P.A.
ATTN: JAMES F. BRANTLEY, ESQ.
2421 NW 41ST ST., STE A-1
GAINESVILLE, FL 32606

SUBJECT: ST. JOHNS COUNTY FIREFIGHTERS BENEVOLENT FUND, INC.
Ref. Number: W10000052433

RECEIVED
10 NOV 18 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ST. JOHNS COUNTY FIREFIGHTERS BENEVOLENT FUND, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Bylaws are not filed with this office. Please retain them for your records.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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: 010A00026370

ARTICLES OF INCORPORATION
OF
ST. JOHNS COUNTY FIREFIGHTERS BENEVOLENT FUND, INC.

A Florida "Not for Profit" Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is St. Johns County Firefighters Benevolent Fund, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at 2421 N.W. 41st Street, Suite A-1, Gainesville, FL 32606.

MAILING ADDRESS: The mailing address of the corporation is 1960 U.S. 1 South Suite 204 St. Augustine, FL 32086.

REGISTERED AGENT: James Brantley, Donnelly & Gross, P.A., 2421 N.W. 41st Street, Suite A-1, Gainesville, FL 32606.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualifications for members, if any and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is James Brantley, Donnelly & Gross, P.A., 2421 N.W. 41st Street, Suite A-1, Gainesville, FL 32606.

CORPORATE PURPOSES:

The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. To raise the awareness of the residents of the St. Johns County, Florida, area regarding fire hazards and fire safety;
2. To provide recreational opportunities for children who are victims of catastrophic burns at no cost to the victims of their families;
3. To provide education opportunities for firefighters regarding fire prevention, suppression, and control and other matters which may promote the health and general welfare of firefighters.
4. To aid, support and assist by gifts, contributions, or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which ensures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To provide smoke detectors and other low-cost fire safety equipment to residents of the St. Johns County Florida, area who might not otherwise be able to afford such equipment.
6. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind of nature such as corporations, firms, associations, trust, institutions, foundations, or governmental bureaus, departments of agencies.
7. To assist Firefighters or the families of firefighters in a time of need.
8. All of the forgoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c) (3) of the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

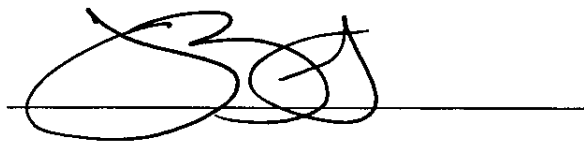
1. CORPORATE PURPOSES: Notwithstanding any other provision of these 8 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.
3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profits. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, 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.
4. 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.
5. 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 an organization recognized as exempt under section 501(c)(4) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the District in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue service under provisions of the United States Code the following provisions 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 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 a 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 expenditure as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IDEMNIFICATION:

Any person (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or his heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in conjunction in connection with any appearance, therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive or any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

James Brantley of Donnelly & Gross, P.A., acknowledges that he is familiar with the duties and responsibilities of a Registered Agent. James Brantley hereby accepts the duties and responsibilities and designation as Registered Agent for the St. Johns County Firefighters Benevolent Fund, Inc.



James Brantley – Registered Agent

This document was executed this 15th day of November, 2010 by James Brantley, Incorporator of the St. Johns County Firefighters Benevolent Fund, Inc.



James Brantley – Incorporator

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