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**FLORIDA PROFIT/NON PROFIT CORPORATION
Aylstock, Witkin, Kreis & Overholtz Justice Foundation**

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January 26, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DAVID E HIGHTOWER

SUBJECT: AYLSTOCK, WITKIN, KREIS & OVERHOLTZ JUSTICE FOUNDATION, INC.
REF: W12000004933

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles must be in numeric order. You are missing Article VI.

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Ruby Dunlap
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**ARTICLES OF INCORPORATION
FOR FLORIDA NOT FOR PROFIT CORPORATION**

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

**ARTICLE I
Name**

The name of the corporation (the "Corporation") shall be:

Aylstock, Witkin, Kreis & Overholtz Justice Foundation, Inc.

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of the Corporation shall be:

17 E. Main Street, Suite 200
Pensacola, Florida 32502

**ARTICLE III
Purposes**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
Board of Directors**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall initially consist of seven (7) Directors. Thereafter, the size and manner of election of the Board of Directors shall be as set forth in the Bylaws of the Corporation; provided, however, in no event shall there be less than three (3) Directors. The initial Board of Directors shall be comprised of the following individuals: Brian F. Aylstock, Justin G. Witkin, Douglass A. Kreis, Neil D. Overholtz, R. Jason Richards, Stephen H. Echsner and Bobby J. Bradford.

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ARTICLE V
Initial registered agent and street address

The name and street address of the initial registered agent are:

Justin G. Witkin
17 E. Main Street, Suite 200
Pensacola, Florida 32502

ARTICLE VI
Incorporator

The name and address of the Incorporator for these Articles of Incorporation are:

Justin G. Witkin
17 E. Main Street, Suite 200
Pensacola, Florida 32502

ARTICLE VII
Net earnings and private inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article III hereof. 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 except as authorized under the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII
Distribution of corporate assets upon dissolution

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall,

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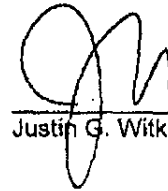
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after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) to an organization or organizations created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and/or

(b) an organization or organizations having similar purposes as the Corporation and which may be selected as appropriate recipient(s) of such assets by the Board of Directors, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 21 day of January, 2012.

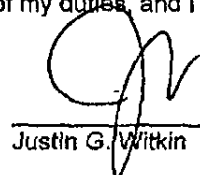


Justin G. Witkin, Incorporator

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the address designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

1/21/12
Dated



Justin G. Witkin

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