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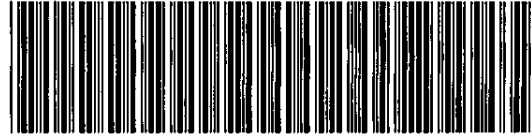
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# PETERSON & MYERS, P.A.

ATTORNEYS AT LAW • SINCE 1948

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P.O. Box 1079  
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FAX (863) 676-0643

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LAKELAND  
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February 10, 2012

**VIA UPS EXPRESS**

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

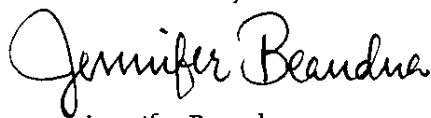
To Whom It May Concern:

Enclosed for filing is the original executed Articles of Organization for The Blake Appleton Foundation, Inc.

Please disregard the audit number for the electronic filing listed on the Articles of Organization.

Should you have any questions, please feel free to give me a call.

Sincerely,



Jennifer Beaudua,  
Legal Asst. to Timothy E. Kiley

/jb  
Enclosure

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M. DAVID ALEXANDER, III  
JOHN B. ALLEN  
PHILIP O. ALLEN  
KEVIN A. ASHLEY  
JACK P. BRANDON  
JOSHUA K. BROWN  
PHILIP H. BUSH  
DEBRA L. CLINE

J. DAVIS CONNOR  
CLINTON A. CURTIS  
JACOB C. DYKXHOORN  
DAVID G. FISHER  
JOHN R. GRIFFITH  
DAVID E. GRISHAM  
JONN D. HOPPE  
TIMOTHY E. KILEY

KEVIN C. KNOWLTON  
ALEXANDER F. KOSKEY, III  
DOUGLAS A. LOCKWOOD, III  
DAVID A. MILLER  
CORNEAL B. MYERS  
E. BLAKE PAUL  
ROBERT E. PUTERBAUGH  
THOMAS B. PUTNAM, JR.

DEBORAH A. RUSTER  
STEPHEN R. SENN  
ANDREA TEVES SMITH  
MATTHEW J. VAUGHN  
KEITH H. WADSWORTH  
KERRY M. WILSON



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**ARTICLES OF INCORPORATION  
OF  
THE BLAKE APPLETON FOUNDATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

2012 FEB 13 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned acknowledges and files in the office of the Secretary of State of Florida, for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be THE BLAKE APPLETON FOUNDATION, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 7885 Lake Mabel Loop Road, Lake Wales, Florida 33898, and the mailing address is the same.

**ARTICLE III  
PURPOSE**

The corporation shall not be used to gain pecuniary profit for its members or to engage in any acts prohibited by chapter 617, Florida Statutes. Rather, the corporation is organized exclusively for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. 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 any candidate for public office.

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**ARTICLE IV**  
**POWERS**

The corporation shall be authorized and empowered to exercise any and all corporate powers conferred by Section 617.0302, Florida Statutes, or the corresponding section of any future Florida law establishing the powers of a not-for-profit corporation, provided such powers are exercised in a manner that is consistent with, and reasonably necessary and incidental to, the objects and purposes of the corporation, as set forth in Article III hereof. Notwithstanding any other provision of these Articles, the corporation will not exercise any powers or engage in any activities, other than to an insubstantial extent, that in themselves are not in furtherance of the purposes of the corporation, as set forth herein.

**ARTICLE V**  
**DURATION**

The corporation shall commence existence on the filing of these Articles of Incorporation, and shall have perpetual duration.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be located at 100 West Stuart Avenue, Lake Wales, Florida 33853. The initial registered agent at the address shall be Timothy E. Kiley, Esquire.

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**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

NAME:

Lora Donley

ADDRESS:

7885 Lake Mabel Loop Road  
Lake Wales, Florida 33898

**ARTICLE VIII**  
**NO PRIVATE INUREMENT**

No part of the net earnings of the corporation shall inure to the benefit of any director, member, trustee, officer or the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE IX**  
**DISTRIBUTIONS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to a charitable, scientific, religious, literary, or educational organization which at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

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**ARTICLE X**  
**DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) individuals. The number of Directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation; provided that in no event shall the corporation have less than three (3) Directors.

The following individuals shall constitute the initial Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Director	Lora Donley	7885 Lake Mable Loop Road Lake Wales, Florida 33898
Director	Amanda H. Watts	5015 White Clay Pit Road Haines City, Florida 33844
Director	Ingrid Burch	1700 Holmes Ct. Lake Wales, Florida 33898

[This space intentionally left blank. Signature page to follow.]

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IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 10<sup>th</sup> day of February, 2012.

L. Donley  
LORA DONLEY, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LORA DONLEY who [ ] is personally known to me or who [✓] has produced Fla. Drivers License as identification.

WITNESS my hand and official seal this 10<sup>th</sup> day of February, 2012, at Lakeland, Florida.

(NOTARIAL SEAL)



Phyllis Gail Allen  
Notary Public

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To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:

The Blake Appleton Foundation, Inc., with its place of business at 7885 Lake Mabel Loop Road, Lake Wales, Florida 33898, has named Timothy E. Kiley, Esquire, located at 100 West Stuart Avenue, Lake Wales, Florida 33853, as its agent to accept service of process within Florida.

Dated: February 10, 2012.

  
LORA DONLEY, DIRECTOR

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 617 of the Florida Not For Profit Corporation Act.

Dated February 10, 2012.

  
Timothy E. Kiley, Esquire  
Registered Agent

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