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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Donald C. McGraw Foundation, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE DONALD C. McGRAW FOUNDATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is The Donald C. McGraw Foundation, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of the corporation is 16 Ponte Vedra Colony Circle, Ponte Vedra Beach, Florida 32082. The mailing address of the corporation is P.O. Box 559, Ponte Vedra Beach, Florida 32004-0559.

**ARTICLE III. PURPOSE**

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, which may include the following (each an "Exempt Purpose" and collectively the "Exempt Purposes"):

- (a) To receive and maintain a fund or funds of real or personal property, or both, and to apply, dispense, transfer or distribute the income therefrom, and such part of the principal thereof as the directors may from time to time determine, exclusively for charitable, scientific, literary or educational purposes;
- (b) To extend financial aid or assistance to corporations, trusts, community chests, funds or foundations for the support and maintenance, medical aid, hospital or convalescent care of the poor;
- (c) To aid in the improvement of the social, physical, mental or moral conditions of humanity through investigation and research in the field or fields of charitable, scientific, literary or educational endeavor;
- (d) To give aid, by defraying in whole or in part, the costs or expenses of the education or research work of worthy and deserving individuals in literary, scientific or other educational pursuits;
- (e) To encourage the public education, training and development of youth, and the fostering of a better understanding of life's opportunities and obligations to the end that there may be built a more intense patriotism and improved citizenship – all for the public welfare; and
- (f) To extend financial aid or assistance to such corporations, trusts, community chests, funds or foundations as are now or may hereinafter be engaged in furthering the ongoing

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purposes, or any one or more of such purposes, and to endow, in whole or in part, any such organization or organizations; provided, however, no aid or assistance shall be given to any of them, and none shall receive contributions or be endowed unless it is a non-profit organization operated exclusively for charitable, scientific, literary or educational purposes.

In addition, the corporation may, and is hereby authorized and empowered to, (i) contribute to or otherwise assist other corporations, organizations and institutions carrying on one or more Exempt Purpose; (ii) solicit and receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise or bequest, and invest, reinvest, hold, manages, administer expend and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any document evidencing such gift transfer, devise or bequest; and in furtherance of one or more Exempt Purpose; (iii) acquire by purchase, exchange, lease, judicial order or decree, or otherwise, any property, real or personal, and to take, hold, administer, operate, manage, lease, dispose of, sell, mortgage, pledge and otherwise deal with the same; and (iv) exercise such additional powers as now are or hereinafter may be conferred by law upon a corporation organized for one or more Exempt Purpose, or necessary or incidental to the powers so conferred, or conducive to the attainment of one or more Exempt Purpose, subject to such limitations as are or may be prescribed by law.

#### ARTICLE IV. MANNER OF ELECTION

The method of election of directors shall be stated in the bylaws.

#### ARTICLE V. INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Donald C. McGraw, III	193 San Juan Drive Ponte Vedra Beach, Florida 32082
David W. McGraw	44 Seapuit Road Osterville, Massachusetts 02655
Robert L. W. McGraw	256 Jug End Road South Egremont, Massachusetts 02158

#### ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204 and the name of its initial registered agent at such address is FRAZIER & FRAZIER, ATTORNEYS AT LAW, P.A.

#### ARTICLE VII. INCORPORATOR

The name and address of the incorporator is DONALD C. MCGRAW, III, 193 San Juan Drive, Ponte Vedra Beach, Florida 32082.


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**ARTICLE VIII. DISPOSITION OF CORPORATE ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court located in the county in which the principal office of the corporation is then located, exclusively for such purposes.

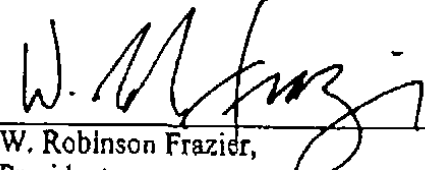
**ARTICLE IX. RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

  
Donald C. McGraw, III, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

FRAZIER & FRAZIER,  
ATTORNEYS AT LAW, P.A.

  
W. Robinson Frazier,  
President