

N20644

~~Carson Barr~~ Kita Juarez
Requestor's Name
Akerman, Senterfitt & Eidson, P.A.
Address
850-222-3471
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The James Madison Institute - A Foundation for Florida's Future, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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Articles

Examiner's Initials

4/30/99

**RESTATED ARTICLES OF INCORPORATION
AMENDING ARTICLES OF
THE JAMES MADISON INSTITUTE, INC.**

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Pursuant to the provisions of Florida Statutes, Chapter 617, the Florida Not For Profit Corporation Act, the Board of Directors of THE JAMES MADISON INSTITUTE FOR PUBLIC POLICY STUDIES, INC. and the merged Board of Directors of it and THE FOUNDATION FOR FLORIDA'S FUTURE, INC., hereby adopts the following restated Articles of Incorporation.

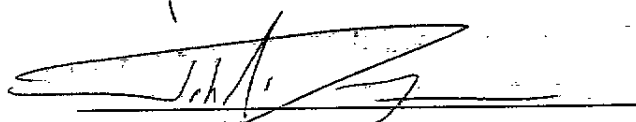
1. The name of the Corporation becomes, THE JAMES MADISON INSTITUTE - A FOUNDATION FOR FLORIDA'S FUTURE, INC.

2. The following and attached restated Articles of Incorporation supersede and replace all Articles of Incorporation and amendments thereto currently on file with the Florida Secretary of State.

3. The restated Articles of Incorporation require no member approval.

The foregoing, together with the attached Articles is hereby approved and adopted by the Board of Directors, pursuant to lawful authority, on this 5th day of March, 1999.

THE JAMES MADISON INSTITUTE FOR PUBLIC POLICY STUDIES, INC.
together with the merged Board of
THE JAMES MADISON INSTITUTE - A FOUNDATION FOR FLORIDA'S FUTURE, INC.

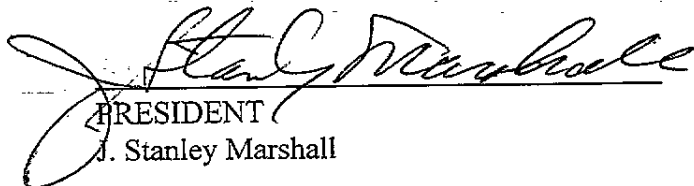


CHAIRMAN
John A. Delaney

ATTEST:



SECRETARY
Susan T. Christian



PRESIDENT
J. Stanley Marshall

RESTATED

ARTICLES OF INCORPORATION

OF

THE JAMES MADISON INSTITUTE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is THE JAMES MADISON INSTITUTE - A FOUNDATION FOR FLORIDA'S FUTURE, INC.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized for all lawful purposes allowed pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, which shall have perpetual existence.

ARTICLE III
OFFICE AND REGISTERED AGENT

The street address of the corporation's registered office is 2017 Delta Boulevard, Tallahassee, Florida 32303. The mailing address is Post Office Box 37460, Tallahassee, Florida 32315.

The foregoing is also the address of the registered agent whose name is Susan T. Christian.

ARTICLE IV
PURPOSE OF INCORPORATION

The purpose for which this Corporation is organized is to perform scholarly research and produce scholarly works for publication and for lectures in the educational arena of public policy. As the name implies, the corporate goal is to explore the timeless validity of an economy founded on principals of free enterprise and a society freely committed to traditional values, the rule of law

and individual liberty coupled with individual responsibility.

The Corporation, in pursuit of the foregoing, is committed to educational and related purposes well within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS - BOARD OF DIRECTORS AND OFFICERS

(a) **BOARD OF DIRECTORS.** The Corporation shall be governed by a Board of Directors which may consist of twenty-five (25) unless increased or decreased by formal resolution of the Board of Directors except that the number shall not be less than three (3) directors. The Board of Directors may establish, amend or abolish classes of membership and define the qualification of each and shall provide for terms of office and method of election of Directors and Officers.

The initial Board of Directors shall consist of twenty-two (22) whose names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
John A. Delaney	Office of the Mayor, St. James Boulevard, Jacksonville, FL 32202
J. Stanley Marshall	The James Madison Institute, P. O. Box 37460, Tallahassee, FL 32315-7460
Carlos J. Alfonso	Alfonso Architects, 1750 N. 16th Street, Tampa, FL 33605
Lee F. Arnold	235 Holiday Lane, Winter Springs, FL 32708
Hoyt Robinson "Barney" Barnett	Publix Super Markets, Inc., P. O. Box 407, Lakeland, FL 33802-0407
Courtney Cunningham	235 Catalonia Avenue, Coral Gables, FL 33134
A. Dano Davis	Winn-Dixie Stores, Inc., P. O. Box B, Jacksonville, FL 32203-0297
William A. Dunn	Dunn Capital Management, Inc., 309 E. Osceola Street, Stuart, FL 34994
T. Martin Fiorentino, Jr.	CSX Transportation, 500 Water Street, Jacksonville, FL 32202

Linda Gill	Gill Foundation, P. O. Box 21277, Ft. Lauderdale, FL 33335
Alfred Hoffman, Jr.	WCI Communities, 24301 Walden Center Dr, Ste 300, Bonita Springs, FL 34134
Mallory E. Horne	Akerman, Senterfitt & Eidson, P. O. Box 10555, Tallahassee, FL 32302-2555
Victor Kiam, II	11097 Isle Brook Court, Wellington, FL 33414
James M. Lombard	P. O. Box 280, Osprey, FL 34229
Jean McCully	730 Live Oak Plantation Road, Tallahassee, FL 32312
Herbert H. Peyton	Gate Petroleum Company, 9540 San Jose Boulevard, Jacksonville, FL 32257
John D. Rood	The Vestcor Companies, 3030 Hartley Road, Suite 100, Jacksonville, FL 32257
Frank S. Shaw, Jr.	4024 North Meridian Road, Tallahassee, FL 32312
Thomas W. Sylte	Kelton Company, P. O. Box 230, Pensacola, FL 32591-0230
Rebecca Walter	3301 Bayshore Boulevard, #2008, Tampa, FL 33629
Preston A. Wells, Jr.	Las Olas Company, 600 Sagamore Road, Ft. Lauderdale, FL 33301
Byron C. Wiswell	Dean Witter Reynolds, 1550 N.E. Ocean Boulevard, 205F, Stuart, FL 34996

(b) **CORPORATE OFFICERS.** The Board of Directors shall elect the following officers: Chairman, President and Chief Executive Officer, Vice Chairman, Secretary and a Treasurer, together with such other officers as the by-laws, may authorize. Until the next election, the following persons shall serve in the respective offices indicated.

<u>POSITION</u>	<u>NAME</u>
Chairman of the Board of Directors	John A. Delaney
President and Chief Executive Officer	J. Stanley Marshall
Vice Chairman of the Board of Directors	Mallory E. Horne
Secretary	Susan T. Christian
Treasurer	Frank S. Shaw, Jr.

**ARTICLE VI
DESIGNATED CORPORATE POWERS**

The Corporation is prohibited from lobbying, engaging in partisan politics and from any political activity prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended.

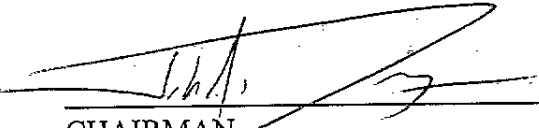
The Corporation is empowered to have and perform pursuant to Section 617.0302, Florida Statutes.

**ARTICLE VII
AMENDMENT OF ARTICLES AND OF BY-LAWS**

An amendment to these Articles of Incorporation or an amendment to the By-laws of this Corporation may be adopted at a meeting of the Board of Directors by a majority of the Directors then in office.

The undersigned Officers of this Corporation, pursuant to directive of the Board of Directors thereof, have executed these Articles of Incorporation on this 5th day of March, 1999.

*I Accept the duties
of Registered Agent.*


CHAIRMAN
John A. Delaney

ATTEST:

Susan T. Christian
SECRETARY / *Registered Agent*
Susan T. Christian


PRESIDENT
J. Stanley Marshall

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TALLAHASSEE, FLORIDA

LENGTHS OF TERMS FOR BOARD MEMBERS

Terms expire on the 31st day of December of the year indicated as the column heading.

<u>1999</u>	<u>2000</u>	<u>2001</u>
Alfonso	Arnold	Barnett
Davis	Cunningham	Delaney
Horne	Gill	Dunn
Marshall	Kiam	Fiorentino
McCully	Peyton	Hoffman
Sylte	Rood	Lombard
Walter	Shaw	Wells
Wiswell		