

N33014

John F. Gaillard

Attorney at Law
Ortega Station
P.O. Box 27
Jacksonville, Florida 32210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 8:07

MEMO

Date: June 16, 2000
To: Division of Corporations
From: John F. Gaillard

Enclosed please find:

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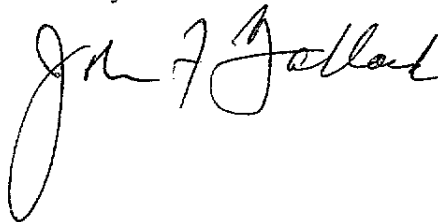
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*****70.00 *****35.00

1. Amended and Restated Articles of Incorporation for Daniel, Inc.
2. Amended and Restated Articles of Daniel, Inc.
3. Check in the amount of \$70.00 to cover the filing of both sets of Articles.

Kindly furnish a certified copy of both sets of Articles.

Thank you



*Note: O/D & RA listed here was
the initial ones.*

Amended & Restated Art. & N/C



V SHEPARD JUL 14 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

June 28, 2000

JOHN F. GAILLARD
P.O. BOX 27
JACKSONVILLE, FL 32210

SUBJECT: DANIEL MEMORIAL FOUNDATION, INC.
Ref. Number: N33014

We have received your document for DANIEL MEMORIAL FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the corporation should be in the title of your document.

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 for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 500A00036595

Rec'd 7/10

FILED
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DIVISION OF CORPORATIONS
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THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DANIEL MEMORIAL FOUNDATION, INC.

These Third Amended and Restated Articles of Incorporation of Daniel Foundation, Inc., formerly Daniel Memorial Foundation, Inc., a Florida not-for-profit corporation, were adopted and are filed pursuant to Sections 617.1002, and 617.01201, Florida Statutes, having been authorized and adopted by the Board of Directors of said corporation pursuant to Articles of Incorporation of said corporation, at a duly called meeting of said Board held on June 13, 2000, and shall be effective on July 1, 2000.

All amendments included in these amended and restated Articles of Incorporation have been adopted pursuant to Sections 617.018 and 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles of Incorporation of Daniel, Inc., as heretofore amended and the provisions of these amended and restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Sections 617.018 and 617.0202(4), Florida Statutes, as amended.

ARTICLE 1
NAME

The name of the corporation is DANIEL FOUNDATION, Inc. (the "corporation").

ARTICLE 2
DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE 3
PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder or the corresponding provisions of any future

United States Revenue Law (the "Code"), and to the extent consistent with such purposes, the corporation is organized and shall be operated exclusively to support, make contributions to or confer benefits on, to perform the functions of, or to carry out the purposes of Daniel, Inc., and Daniel Properties, Inc., within the meaning of Section 509(a)(3)(A) of the Code, so long as such supported organization or organizations qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(2) or 501(c)(3) of the Code, and shall qualify as an organization or organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

Section 3.2 Limitations: 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 furtherance of the purposes set forth in Section 3.1 of this article. 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and or conveyance of assets which are held by the corporation under a reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purpose of the corporation, to Daniel, Inc., Daniel Properties, Inc. Daniel Payne Academy, Inc. or to such other organization or organizations for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida as the Board of Directors shall determine provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 4 POWERS

Subject to the restrictions and limitations set forth in Article 3, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the Laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensations to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations,

and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have officers and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use as otherwise deal in and with real or personal property, or any interest wherein, wherever situated; to acquire, enjoy, utilize and dispose of Patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease exchange, transfer or otherwise dispose of all or any part of its Property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds to loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect nay or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be in furtherance of such purpose or purposes.

ARTICLE 5 MEMBERSHIP

Section 5.1 Non-stock Basis. The corporation is organized upon a non-stock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2 Members. The members of the corporation shall be those persons who from time to time shall constitute the board of directors of the corporation.

Section 5.3 No Voting Rights. Members of the corporation, as such, shall have no voting rights.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these articles or the bylaws of the corporation.

Section 6.2 Number and Election. The number of directors constituting the initial Board of Directors is twenty-seven (27). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three. The directors, including any ex officio who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

Section 6.3 Directors. The name and address of each person who is to serve as a director until death, resignation or removal, or the election of appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Willis M. Ball, III	3672 Richmond Street Jacksonville, Florida 32202
William Barfield	4834 Beefeaters Road Jacksonville, Florida 32210
Thomas A. Bolden, Jr.	6823 Lencznk Drive Jacksonville, Florida 32205
Candy K. Colyer	4737 Princess Anne Lane Jacksonville, Florida 32210
Bruce Commander	1880 Ribault Court Jacksonville, Florida 32210
Jaquelin Daniel Cook	4935 Prince Edward Road Jacksonville, Florida 32210
Henry M. Coxe, III	1824 McIntosh Place Jacksonville, Florida 32210
J.J. Daniel	4985 Morven Road Jacksonville, Florida 32210
Howell M. Evans, III	2963 Remington Street Jacksonville, Florida 32205
Dennis Ferguson	5630 Cruz Street Jacksonville, Florida 32207

Judge Major B. Harding	County Courthouse Jacksonville, Florida 32202
Caldwell L. Haynes	4631 Yacht Club Road Jacksonville, Florida 32210
William M. Klima	1602 Pershing Road Jacksonville, Florida 32205
Norma K. Lockwood	4844 Arapahoe Avenue Jacksonville, Florida 32210
Margaret H. Martin	505 Lancaster Street Apartment 5-C Jacksonville, Florida 32204
Eleanor Daniel McCranie	4268 Venetia Boulevard Jacksonville, Florida 32210
Anne G. McIntosh	4063 Ribault River Drive Jacksonville, Florida 32208
Joan K. Moore	505 Lancaster Street Apartment 7-C Jacksonville, Florida 32204
Pamela Y. Paul	Post Office Box 1188 Ponte Vedra Beach, Florida 322082
Audrey Schiebler	2775 St. Johns Avenue Jacksonville, Florida 32205
Russell R. Skinner	4455 Country Club Road Jacksonville, Florida 32210
Isabelle D. Spence	2026 Duna Vista Court Atlantic Beach, Florida 32233
Hazel J. Sulzbacher	8228 Hollyridge Road Jacksonville, Florida 32216
Anne L. Sulzbacher	3590 Hedrick Street Jacksonville, Florida 32205

Beth J. Sumner

3824 McGrits Boulevard
Jacksonville, Florida 32210

Dorothy S. Tyler

1812 Seminole Road
Jacksonville, Florida 32205

Eve N. Wofford

4825 Empire Avenue
Jacksonville, Florida 32207

ARTICLE 7 IDENTIFICATION

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for identification of officers, employees and agents to the full extent permitted by law.

ARTICLE 8 BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the sole member of the corporation.

ARTICLE 9 AMENDMENTS

These Articles of Incorporation may be amended only by the Board of Directors of the corporation.

ARTICLE 10 PRESENT REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 6620 Southpoint Drive, South - Suite 316, Jacksonville, Florida 32216, and the name of its registered agent at such address is Stephen G. Prom.

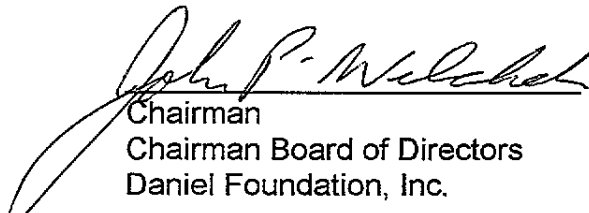
ARTICLE 11
INCORPORATION

The name and street address of the incorporator of the corporation is:

Stephen G. Prom
Christian, Prom, Korn & Zehmer, P.A.
6620 Southpoint Drive, South - Suite 316
P.O. Box 19276 (32245-9276)
Jacksonville, Florida 32216

IN WITNESS WHEREOF, these Third Amended and Restated Articles of
Incorporation have been executed by the undersigned officer on this 13th day of
June, 1999.

2000

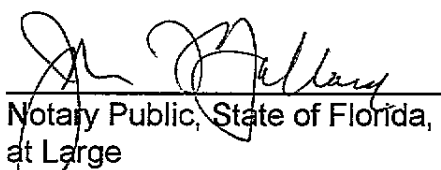

Chairman
Chairman Board of Directors
Daniel Foundation, Inc.

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this day 13th of
June 13, 1999, by John Wilchek, Chairman of the Board of Directors of Daniel
Foundation, Inc.

2000


Notary Public, State of Florida,
at Large

(NOTARIAL SEAL)

My Commission Expires:

 John F. Gailford
My Commission CC925050
Expires June 10, 2004