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Team Searcy Foundation
Incorporated

Cheri
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Signature

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEAM SEARCY FOUNDATION INCORPORATED
(A NOT-FOR-PROFIT CORPORATION)

The undersigned officer of Team Searcy Foundation Incorporated, a Florida not-for-profit corporation, hereby certifies that the corporation has no members and that all members of the Board of Directors of the corporation entitled to vote did on the 11th day of August, 1997, adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Team Searcy Foundation Incorporated.

ARTICLE II

Principal Office or Mailing Address

The principal office of the corporation is located at, and its mailing address is, 3841 Biggin Church Road West, Jacksonville, Florida 32224.

ARTICLE III

Purposes

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, under 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 Internal Revenue Law (the "Code"). Without limiting the generality of the foregoing, the corporation shall operate to organize and support charitable and educational programs that encourage and develop positive skills and attributes in children and young adults.

ARTICLE IV

Members

This corporation shall have no members.

ARTICLE V

Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, except as otherwise

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provided by law or in these Articles or the Bylaws of the corporation. The number and terms of office and qualifications for directors of the corporation and the manner in which directors of the corporation shall be elected shall be provided in the Bylaws.

ARTICLE VI Officers

The required officers and the qualifications and the manner in which the officers of the corporation shall be elected shall be provided in the Bylaws.

ARTICLE VII Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 of these Articles; and

(c) 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.

ARTICLE VIII Registered Office and Agent

The street address of the registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the registered agent of this corporation that address is John E. Lawlor, III.

ARTICLE IX

Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE X

Amendments

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XI

Corporate Liquidation and 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 to such organization or organizations that are organized and operated exclusively for charitable, educational, religious, scientific, or literary purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and which are described in Sections 170(c), 2055(a), and 2522(a). Any such assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XII

Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

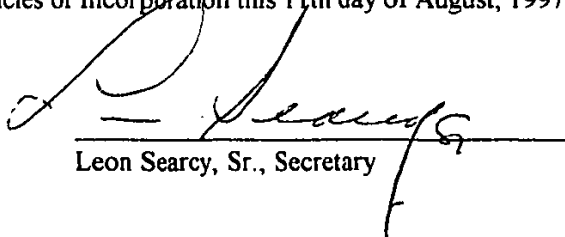
ARTICLE XIII
Indemnification

The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

ARTICLE XIV
Supersedure of Original Articles of Incorporation

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all subsequent amendments thereto.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 11th day of August, 1997.



Leon Searcy, Sr., Secretary

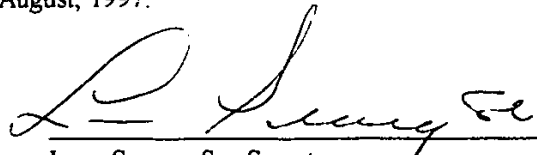
ARTICLES OF AMENDMENT
OF
TEAM SEARCY FOUNDATION INCORPORATED
(a not-for-profit corporation)

1. The Articles of Incorporation of Team Searcy Foundation Incorporated, a Florida not-for-profit corporation, are hereby amended in their entirety as set forth in the attached Amended and Restated Articles of Incorporation.

2. The corporation has no members and these Articles of Amendment and the Amended and Restated Articles of Incorporation were adopted on August 11, 1997, by the written consent of all members of the Board of Directors of the corporation.

3. These Articles of Amendment and the Amended and Restated Articles of Incorporation shall become effective on the date filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 11th day of August, 1997.


Leon Searcy, Sr., Secretary