

N95000001375

KENNETH G. ANDERSON

ATTORNEY AT LAW

KENNETH G. ANDERSON
JAMES P. STEVENS
ROBERT L. THORNTON

TELEPHONE (904) 499-1000
TELEFAX (904) 499-1001

March 17, 1995

Certified Mail and
Return Receipt Requested

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

2000001435 P97
03/23/95-00010-013
***122.50 ***122.50

RE: The Claude Nolan Brown Foundation, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and Resident Agent Certificate, in connection with the above new corporation.

Also enclosed is our firm check in the amount of \$122.50 to cover the following fees and charges:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
One Certified Copy	<u>52.50</u>
Total	<u>\$122.50</u>

Please file the Articles of Incorporation and return one certified copy to me at your earliest convenience.

Sincerely yours,

James P. Stevens
James P. Stevens

JPS/pm

Enclosures (as stated)

N.P.
294-5540
\$9823/22/95
N95-1375

FILED
MAR 21 11:30
1995

ARTICLES OF INCORPORATION
OF
THE CLAUDE NOLAN BROWN FOUNDATION, INC.

FILED
SEP 21 1963
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

The undersigned being natural persons and residents of the State of Florida, competent to contract, hereby act for the purpose of setting forth Articles of Incorporation for The Claude Nolan Brown Foundation, Inc., a corporation not-for-profit, under the laws of the State of Florida, including the provisions of Chapter 617 of the statutes of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

THE CLAUDE NOLAN BROWN FOUNDATION, INC.

ARTICLE II. PURPOSE OF CORPORATION

The purposes for which this corporation is organized are:

To engage in the conduct of charitable and educational endeavors and purposes and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes.

ARTICLE III. RESTRICTIONS ON CORPORATION ACTIVITIES

To facilitate and insure the accomplishment of the foregoing purposes:

(a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer, or director of the corporation, nor to any other private individual or shareholder. No member, officer or director of the corporation, nor any other private individual or shareholder shall be entitled to share in the distribution of any of the assets of the corporation in the event of its dissolution. 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 publication or

...statements; any political campaign on behalf of any candidate for public office; but, provided further, that officers, directors and members may be reasonably compensated for personal services actually rendered to this corporation as permitted by law and reimbursed for ordinary and necessary expenses incurred, as approved by the directors for this corporation; but, provided further, that no such compensation or expense reimbursement shall be made if such act would conflict with provisions of law providing for the exemption of this corporation from taxation or deductibility of gifts and bequests to this corporation.

(b) The corporation shall distribute its income for each of its taxable years at such times in such manner as not to become subject to the tax on undistributed income imposed by Sections 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not engage in any act of "self-dealing", as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for the tax imposed by Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(d) The corporation shall not retain any "excess business holdings", as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for the tax imposed by Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes so as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporations shall not make any "taxable expenditures", as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for the tax imposed by Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall conduct or carry on activities as permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended, or by an organization contributions to which are deductible under Sections 170, 2055, and 2522 of such Code, as it now exists or as it may hereafter be amended.

(h) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to such charitable, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended, to the end that this corporation shall qualify to be exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as it now exists or may hereafter be amended.

ARTICLE IV. QUALIFICATION OF MEMBERS

Persons eligible to be members of this organization shall be citizens of the United States of America, of good moral character having an interest in work of this organization, and willing to contribute their time or money to the works and objects of this corporation. Such persons may be admitted to membership only after they have been approved of and invited by the affirmative vote of the Board of Directors and incumbent members of this organization to become members. Members may be elected only at annual or special meetings of directors and members held for that purpose by unanimous vote of the incumbent directors and members. A person shall cease to be a member and a director upon death, disability, or upon resignation or removal from office. The number of members of this corporation shall be at least three (3) persons but shall not exceed five (5) persons, each of whom must be a natural adult person and who must have also been elected to be a director of this corporation and accepted such position as director. The offices of member and director of this organization must be held by the same persons so that each member must currently be a director, and each director must also be a member. Membership is not transferable. Any attempt to do so shall be void and of no force and effect.

ARTICLE V. TERM OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. SUBSCRIBER

The names and residences of the subscribers to these Articles of Incorporation is.

<u>Name</u>	<u>Residence</u>
Lila Byrd Brown	Post Office Box 22 Ortega Station Jacksonville, Florida 32210
Barret Brown	Post Office Box 22 Ortega Station Jacksonville, Florida 32210
Claudette Nolan Brown Helmick	Post Office Box 1514 Ponte Vedra Beach, Florida 32004

ARTICLE VII. OFFICERS

(A) The affairs of this corporation shall be managed by its following officers:

President, one of more Vice-Presidents, Secretary, and Treasurer, all of whom shall be elected by and be subject to the Board of Directors; the qualifications, duties and responsibilities of officers shall be as set forth in the by-laws duly adopted for this corporation, and such assistants as who may be duly elected, from time to time.

(B) The initial officers of this corporation, who shall serve until the election of their successors by the Board of Directors, are as follows:

President	Lila Byrd Brown
Vice-President	Barret Brown
Secretary	Claudette Nolan Brown Helmick
Treasurer	Barret Brown

ARTICLE VIII. BOARD OF DIRECTORS

(A) The Board of Directors shall consist of individuals who are citizens of the United States of America, eligible to and being members of this corporation, and who shall, respectively, serve until their respective successors are duly elected and qualified.

Method of election of directors shall be stated in the by-laws of the corporation.

(B) The initial directors and their street addresses are:

<u>Name</u>	<u>Address</u>
Lila Byrd Brown	Post Office Box 22 Ortega Station Jacksonville, Florida 32210
Barret Brown	Post Office Box 22 Ortega Station Jacksonville, Florida 32210
Claudette Nolan Brown Helmick	Post Office Box 1514 Ponte Vedra Beach, Florida 32004

(C) The directors shall hold these positions and act in such capacity as directors of this corporation, possessing and exercising such powers as provided for directors of corporations, including those under Chapter 617 of the Florida Statutes.

(D) The business of this corporation shall be managed by its Board of Directors who shall elect from their membership, a president, one or more vice-presidents, a secretary, a treasurer, and one or more assistant secretaries and assistant treasurers. The number of directors shall be at least three (3) and not more than five (5) natural persons. In order to become a director of this corporation, an individual must be elected by the unanimous vote of the remaining directors of this corporation.

(E) A director shall serve in such capacity until his or her successor is duly elected and enters the conduct of his office. A director must also be elected as a member of this corporation.

(F) At the annual meeting of the corporation, to be held during the month of December of each year, the directors for the succeeding year shall be elected from among the members of the corporation, in the manner and subject to the vote previously stated.

ARTICLE IX. BY-LAWS

The By-Laws of this corporation may be adopted, altered, or rescinded, in whole or in part, by a vote of the majority of the Board of Directors and members present at a regular or special meeting of said board and said members, or in a writing unanimously approved by them.

ARTICLE X. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the affirmative vote of the majority of the Board of Directors and members present at a regular or special meeting of said board and said members. An amendment shall be submitted to the directors and members respectively in writing prior to the said meetings, or in the alternative, such amendment may be adopted by the written approval of all directors and members.

ARTICLE XI. QUORUM

A quorum for Board of Director meetings and for membership meetings shall be at least a majority of the incumbent directors and members of the corporation.

ARTICLE XII. PROPERTY RIGHTS

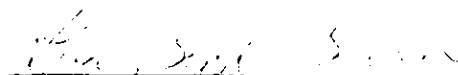
No member of this corporation shall at any time have a vested right in any property of the corporation.

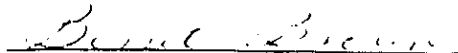
ARTICLE XIII. STOCK AND DIVIDENDS

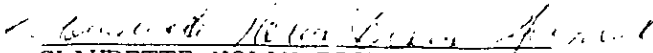
This corporation is a corporation not for profit. There will be no shares of stock herein and none shall be issued.

ARTICLE XIV. STREET ADDRESS OF CORPORATION

The street address of this corporation and its office shall be maintained in the State of Florida. Its initial address is at Post Office Box 22, Ortega Station, Jacksonville, Florida 32210, which address may be changed from time to time by the directors, as provided by law.

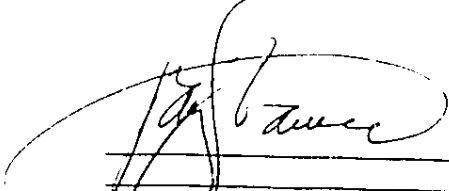

LILA BYRD BROWN
Subscriber


BARRET BROWN
Subscriber


CLAUDETTE NOLAN BROWN HELMICK
Subscriber

STATE OF FLORIDA,)
) ss.
COUNTY OF DUVAL.)

The foregoing instrument was acknowledged before me this 7th
day of March, 1995, by LILA BYRD BROWN, who is personally
known to me or who has produced F.I.D.L. as
identification.

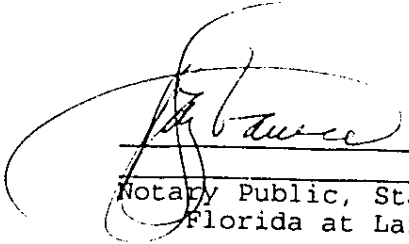


Notary Public, State of
Florida at Large.

Commission No.: _____

STATE OF FLORIDA,)
) ss.
COUNTY OF DUVAL.)

The foregoing instrument was acknowledged before me this 7th
day of March, 1995, by BARRET BROWN, who is personally known
to me or who has produced F.I.D.L. as
identification.



Notary Public, State of
Florida at Large.

Commission No.: _____

STATE OF FLORIDA.

SS.

COUNTY OF DUVAL.

The foregoing instrument was acknowledged before me this 7th
day of June, 1995, by CLAUDETTE NOLAN BROWN HELMICK, who is
personally known to me or who has produced F.I.D.L.
as identification.

[Signature]
Notary Public, State of
Florida at Large.

Commission No.: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED

FILED
MAR 21 11:31
CLERK OF COURT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That THE CLAUDE NOLAN BROWN FOUNDATION, INC., a corporation under the laws of the State of Florida, with its principal office at 1301 Riverplace Boulevard, Suite 2540, Jacksonville, County of Duval, and State of Florida, has named Kenneth G. Anderson, whose address is 1301 Riverplace Boulevard, Suite 2540, Jacksonville, Florida 32207, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



KENNETH G. ANDERSON
Resident Agent

N95000001375

LAW OFFICES OF
KENNETH G. ANDERSON
SUITE 2540 RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207-9039

KENNETH G. ANDERSON
JAMES P. STEVENS
ROBERT G. HICKS

TELEPHONE (904) 391-8000
TELECOPIER (904) 346-3078

February 3, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
George Firestone Building
Post Office Box 6327
Tallahassee, Florida 32314

8000002071348-7
-10-10-97-0045-0045
*****0.50 *****0.50

Re: The Claude Nolan Brown Foundation, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the subject corporation.

Also enclosed is our firm check in the amount of \$87.50 to cover the following fees and charges:

Filing Fee	\$ 35.00
One Certified Copy	<u>52.50</u>
Total	<u>\$ 87.50</u>

Please file the amendment and return one certified copy to me at your earliest convenience.

Sincerely yours,

James P. Stevens
James P. Stevens

JPS/jo

Enclosures as Stated

2/11

Jon
Amend
C.C.

RECEIVED
27 FEB -5 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
97 FEB -5 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF THE CLAUDE NOLAN BROWN FOUNDATION, INC.

We, the undersigned, Lila Byrd Brown and Claudette Nolan Brown Helmick, being the President and Secretary, respectively, of The Claude Nolan Brown Foundation, Inc., a Florida corporation, pursuant to Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, (the charter having previously been filed with the Secretary of State, State of Florida), do hereby certify as follows:

1. The name of this corporation is The Claude Nolan Brown Foundation, Inc.

2. An amendment to the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc. was duly and unanimously adopted by the members and board of directors of The Claude Nolan Brown Foundation, Inc. held effective January 10, 1997.

3. The amendment adopted amended the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc., in the following respects:

New Article XV of the Articles of Incorporation is adopted, and shall provide in its entirety:

"Article XV - Indemnity"

"(a) Each person who acts as a trustee, director, employee, officer or agent of this corporation may be indemnified by such

corporation, in accord with and to the extent permitted under Sections 607.0831, 607.0850, 617.0831 (subject to provisions of Section 617.0834) of the Florida Statutes against the costs and expenses, including attorney's fees and/or amounts of liabilities, judgments, if any, which may be imposed upon or reasonably incurred by the indemnitee in connection with any action, suit or proceeding, or in connection with any appeal therein, in which the indemnitee may be a party by reason of the indemnitee being or having been such trustee, director, employee, officer or agent, or by reason of any action alleged to have been taken or omitted by the indemnitee in either such capacity; provided that the right of indemnification herein provided for shall not extend with regard to costs, expenses or amounts of liability or judgments, imposed upon or incurred by any trustee, director, employee, officer or agent of the corporation in relation to matters as to which the indemnitee shall be finally adjudged to be liable for gross negligence or willful misconduct in the performance of the indemnitee's duties as such trustee, director, employee, officer or agent, or to any sum required to be paid by such indemnitee to the corporation in settlement of any action, suit or proceeding based upon such gross negligence or willful misconduct of the indemnitee."

"(b) The right of indemnification herein provided for, if duly authorized, shall inure to each of the trustees, directors, employees, and officers or agents of the corporation, whether or not the indemnitee is acting as such at the time such costs and expenses, including attorney's fees and judgments, if any, are imposed or incurred, and whether or not the claim asserted against the indemnitee is based on matters which antedate the adoption of this Article, and in the event of the indemnitee's death shall extend to the indemnitee's legal representatives, successors and heirs; but such right shall not be

exclusive of any other right to which the indemnitee may be entitled. Such right shall be consistent with the indemnity provisions of Sections 607.0850, 617.0831, and 617.0834 of the Florida Statutes."


"(c) The adoption of the authority hereunder shall confirm to the members of the board of trustees their authority to implement the provisions of Sections 607.0850, 617.0831 and 617.0834 of the Florida Statutes, as such presently provides, or corresponding provisions of the Florida Statutes. The extent of the exercise of such authority, consistent with such statutes is reserved to the members of the board of trustees, in the administration of the matters of the foundation."

"(d) Notwithstanding any other provision of this Article XV to the contrary, the authority under Article XV shall not apply nor shall it be exercised to the extent such may be in conflict with the qualification of this corporation under Sections 501(a), or contributions under 170, 2055 and 2522 of the Internal Revenue Code of 1986, as amended, and no action shall be taken hereunder which would subject the corporation, or its officers or directors to liability for the excise taxes provided under Sections 4940 through 4945 of the Internal Revenue Code of 1986, as amended."

4. This amendment to the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc. shall become effective upon delivery to and filing with the Office of the Department of State of the State of Florida of these Articles of Amendment.

IN WITNESS WHEREOF, we have set out hands and seals this 10th day of January, 1997.

THE CLAUDE NOLAN
BROWN FOUNDATION, INC.

By: 
Lila Byrd Brown
As President

By Claudette Nolan Brown Helmick
Claudette Nolan Brown Helmick
As Secretary

(CORPORATE SEAL)

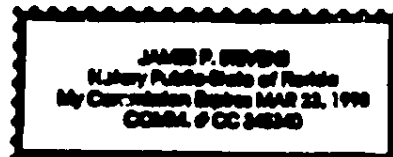
STATE OF FLORIDA,)
COUNTY OF DUVAL.) ss.

The foregoing instrument was acknowledged before me this 10th day of January, 1997, by Lila Byrd Brown, President of The Claude Nolan Brown Foundation, Inc., who is personally known to me.


James P. Stevens
James P. Stevens
Notary Public, State of
Florida at Large.

Commission No.: _____

STATE OF FLORIDA,)
COUNTY OF DUVAL.) ss.



The foregoing instrument was acknowledged before me this 15th day of January, 1997, by ^{Claudette} ~~Claude~~ Nolan Brown Helmick, Secretary of The Claude Nolan Brown Foundation, Inc., who is personally known to me.


Sheri L. Hopper
MY COMMISSION # CC541244 EXPIRES
APR 11, 2000
BONDED THRU TROY RAY INSURANCE, INC.
Sheri L. Hopper
Notary Public, State of
Florida at Large.

Commission No.: CC 541244