

795000002095

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 MAY -2 PM 2:34

AB 5/2/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>SHZ</i>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN *5-2 2:00*
 Will Pick Up _____

RE: The Hamilton-Spencer
Foundation, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. A. Service	_____	_____
_____ Document	_____	_____
_____ Corp	_____	_____
_____ Veh	_____	_____
_____ Dir	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 PM 2:34

OF

THE HAMILTON-JONES FOUNDATION, INC.

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

ARTICLE I: NAME

The name of the corporation is THE HAMILTON-JONES FOUNDATION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 818 White Street, Key West, FL 33040.

ARTICLE III: PURPOSE

The purpose of the corporation is to sponsor civic events and foster community spirit; to promote charitable and educational purposes; to provide or maintain a meeting place for those interested in these endeavors; to give scholarships to deserving students; to make donations to other non profit organizations, people in need and other worthy causes; to acquire real and personal property; to accept and receive gifts, devises or bequests and to issue bonds or notes and secure the same by mortgage or deed of trust or corporate assets; all of which purposes are to be carried out not for profit and without shares of stock; and generally, to do the things incident thereto.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Daniel H. Hamilton, Esq., 818 White Street, Key West, FL 33040.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is four (4) initially. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

P/D Robert W. Jones 24 Bamboo Terr., Key West, FL 33040
S/D Henry B. Hamilton 5 Coconut Dr., Key West, FL 33040
V/D Andy B. Hamilton 6401 Maloney Ave., Key West, FL 33040
T/D Daniel H. Hamilton 818 White St., Key West, FL 33040

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

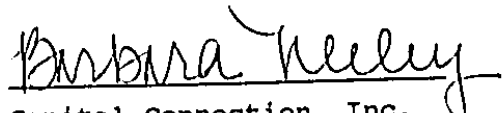
ARTICLE X: AMENDMENTS

The corporation reserve the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 1995.


Capital Connection, Inc.
Barbara Neeley - President
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS

95 MAY -2 PH 2:36

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: THE HAMILTON-JONES FOUNDATION, INC.

2. The name and street address of the registered agent and office is: DANIEL H. HAMILTON, Esq.
818 WHITE ST.
KEY WEST, FL. 33040

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Daniel H. Hamilton