N95000002599

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 607503 7727A

AUTHORIZATION : Patricia Pigeik

COST LIMIT : $ 122.50

ORDER DATE : May 31, 1995

800001511988

ORDER TIME : 11:0 AM

ORDER NO. : 607503

CUSTOMER NO: 7727A

CUSTOMER: Ms. Patty Mcelwain
KALISH & WARD

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

RECEIVED
95 MAY 31 AM 11:41
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: JOHN REYNOLDS & ELEANOR B. ALLEN CHARITABLE FOUNDATION, INC.

FILED
95 JUN -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T. BROWN JUN - 2 1995

~~W95-11260~~

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 JUN -2 AM 9 33
DIVISION OF CORPORATION

May 31, 1995

Needs [illegible] date

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: JOHN REYNOLDS & ELEANOR B. ALLEN CHARITABLE FOUNDATION, INC.
Ref. Number: W95000011260

We have received your document for JOHN REYNOLDS & ELEANOR B. ALLEN CHARITABLE FOUNDATION, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00027292

Resubmit

ARTICLES OF INCORPORATION

OF

JOHN REYNOLDS & ELEANOR B. ALLEN
CHARITABLE FOUNDATION, INC.

FILED
95 JUN -2 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

JOHN REYNOLDS & ELEANOR B. ALLEN
CHARITABLE FOUNDATION, INC.

The principal address is 4100 Barnett Plaza, 101 E. Kennedy Boulevard, Tampa, FL 33602.

ARTICLE 2

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Trustees of this corporation and which shall further the said purposes.

(b) No part of the net earnings of this corporation shall inure to the benefit of any Trustee, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Trustee or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 3

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code;

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE 4

Members

This corporation shall have no members.

ARTICLE 5

Duration

This corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
William Kalish	4100 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602

ARTICLE 8

Officers and Trustees

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected by the Board of Trustees, and by officers who shall be elected by the Board of Trustees. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

ARTICLE 9

Trustees

The initial members of the Board of Trustees of this corporation shall consist of three members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial members of the Board of Trustees are:

Name	Address
William Kalish	4100 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602
Alton C. Ward	4100 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602
Thomas P. McNamara	4100 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602

ARTICLE 10

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Trustees of this corporation.

ARTICLE 11

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

William Kalish

#17791

JOHN REYNOLDS & ELEANOR B. ALLEN
CHARITABLE FOUNDATION, INC.

95 JUN -2 PM 12:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, William Kalish, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 30th day of May, 1995.

WILLIAM KALISH