

141 6/06/95
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FLORIDA DIVISION OF CORPORATIONS

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 ((H980000006298)) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: POLKY & LANDRUM
 DEPARTMENT OF STATE 200 LAURA ST
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 409 EAST GAINES STREET JACKSONVILLE FL 32202-
 TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON
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((H9500000629H)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: JACKSONVILLE EDUCATIONAL FOUNDATION
 FAX AUDIT NUMBER: H95000006298 CURRENT STATUS: REQUESTED
 DATA REQUESTED: 06/06/1995 TIME REQUESTED: 14:31:21
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072720000061

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FLORIDA DEPARTMENT OF STATE

Sandra B. Maxwell
Secretary of State

June 7, 1995

FOLEY & LORDNER

JACKSONVILLE, FL 32202

SUBJECT: JACKSONVILLE EDUCATIONAL FOUNDATION
REF: M95000011573

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(H), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

8.1 has been
revised

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) 487-6934.

Loria Poole
Corporate SpecialistFAX Aud. #: M95000006298
Letter Number: 895A00028012

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
JACKSONVILLE EDUCATIONAL FOUNDATION, INC.
(A Nonprofit Corporation)

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

ARTICLE I

NAME AND ADDRESS

The name of the corporation is JACKSONVILLE EDUCATIONAL FOUNDATION, INC. The address of the principal office is 200 West Forsyth Street, Suite 800, Jacksonville, Florida 32202.

ARTICLE II

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 2.1 Purpose. The corporation is organized for educational purposes, including, the giving of scholarships and/or grants to students attending colleges and graduate schools in the United States, providing assistance, economic or otherwise, to colleges and graduate schools in the United States, and such other activities as will further general educational purposes.

Section 2.2 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except 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 Section 2.1 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 a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.3 Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, 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 exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which are then so qualified as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

ARTICLE III

POWERS

To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers 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 to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

ARTICLE IV

MEMBERSHIP

The corporation will not have members.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI INCORPORATORS

The name and residence of the incorporator(s) of this corporation are as follows:

Name	Address
Bernard L. Turner	210 Mooring Line Drive Naples, Florida 33940

ARTICLE VII OFFICERS

Section 7.1 Number. The affairs of the corporation are to be managed by the following officers: a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws.

Section 7.2 Manner of Election. The officers of the corporation shall be elected by the Board of Directors by majority vote at the annual meeting of the Directors and shall serve until their successors are elected and qualified. Any adult who is a member of this corporation or could qualify as one if he or she was a member shall be eligible to be an officer of this corporation.

Section 7.3 Names of First Officers. The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

Office	Name	Address
President	Bernard L. Turner	210 Mooring Line Drive Naples, Florida 33940
Vice President	Rita Turner	210 Mooring Line Drive Naples, Florida 33940
Secretary	Donald E. Lively	1996 Roley Creek Drive West Jacksonville, Florida 32225
Treasurer	Irving Sonnenschein	10 West 36th Street New York, New York

ARTICLE VIII

BOARD OF DIRECTORS

Section 8.1. **Number.** This corporation shall have four (4) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors. Directors will be elected in the manner set forth in the Bylaws. Vacancies on the Board of Directors, including replacements for Directors whose terms have expired, shall be filled by election by those Directors remaining in office.

Section 8.2. **Names and Addresses of First Members of the Board of Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

Name	Address
Bernard L. Turner	210 Mooring Line Drive Naples, Florida 33940
Rita Turner	210 Mooring Line Drive Naples, Florida 33940
Irving Sonnenschein, Esq.	10 West 86th Street New York, New York
Donald E. Lively, Esq.	1996 Roley Creek Drive West Jacksonville, Florida 32225

Section 8.3. **Executive Committee.** The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IX

STOCKS AND DIVIDENDS PROHIBITED

The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its officers or Directors.

ARTICLE X

BYLAWS

The Bylaws of the corporation shall be made, altered or rescinded by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XI
AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XII
OFFICE AND REGISTERED AGENT

F&L Corp., whose post office address is 200 N. Laura Street, Jacksonville, FL 32202, is designated as the Registered Agent to accept service of process for the corporation within this state.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 31st day of May, 1995.


Bernard L. Turner

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by Bernard L. Turner, who is personally known to me, or who has produced personally known as identification and who did (did not) take an oath.

(Notary Seal must be affixed)


Signature of Notary



ROSEMARY SCHOENKNECHT
My Comm Exp. 11/22/97
Bonded By Service Ins
No. 00325963

Rosemary Schoenknecht
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

JACKSONVILLE EDUCATIONAL FOUNDATION, INC., a Nonprofit Corporation,
desiring to organize or qualify under the laws of the State of Florida, with its principal place
of business at 200 W. Forsyth Street, Jacksonville, FL 32202 has named F&L Corp.,
located at 200 N. Laura Street, Jacksonville, FL 32202, as its agent to accept service of
process within Florida.

Dated: May 31, 1995


Bernard L. Turner

Having been named to accept service of process for the above stated corporation, at
the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

F&L CORP.


Charles V. Hedrick, Authorized Signatory

Date: June 6, 1995

FILED
95 JUN -7 PM 1:28
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FLORIDA
JACKSONVILLE, FLORIDA