

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-4771
(904) 222-1931

000-142-8006



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ORDER DATE : February 2, 1996

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ORDER NO. : 031900

CUSTOMER NO: 4732230

CUSTOMER: Mr. James E. Collins
AYRES CLUSTER CURRY MCCALL &
BRIGGS P.A.
P. O. Box 1140

Seale, FL 34470

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DOMESTIC FILING

NAME: ARNETTE HOUSE FOUNDATION, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: DGS

FILED
96 FEB -5 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 FEB -5 PM 8 14
DIVISION OF CORPORATIONS

T. BROWN FEB - 5 1996

ARTICLES OF INCORPORATION
OF
ARNETTE HOUSE FOUNDATION, INC.

FILED
96 FEB -5 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is ARNETTE HOUSE FOUNDATION, INC. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The initial principal address of the corporation is 2310 NE 24th Street, Post Office Box 1544, Ocala, Florida 34478.

ARTICLE III
DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV
PURPOSES

The purposes for which the corporation is organized are:

A. This corporation is organized to support the activities which benefit, to carry out the purposes of, to maintain, to support and to perpetuate, the Arnette House, Inc., a nonprofit corporation organized pursuant to the laws of the State of Florida, (hereinafter referred to as "Arnette House") so long as it remains a "qualified organization". An organization is a qualified organization for purposes of these Articles only if it is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. The corporation shall at all times be operated solely in connection with Arnette House, provided, however, if Arnette House ceases to be a qualified organization, the corporation shall not operate for the benefit of or in connection with said organization but shall be operated exclusively for the benefit of and solely in connection with one or more qualified organizations as shall be selected by the directors of the corporation.

C. Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including but without limitation thereon, the following:

1. To receive gifts, devises, bequests and contributions in any form, and to use, apply, invest, reinvest the principal and/or income therefrom or distribute the same for the above purposes.

2. To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments, and evidence of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance, or assigned in trust of the whole or part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

3. To have one or more offices and to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property.

4. To have and exercise all powers incidental to the foregoing purposes.

D. Notwithstanding any other provision of these Articles, the purposes for which the Arnette House Foundation, Inc., is organized are exclusively religious, charitable, scientific, literary, and educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue Code.

ARTICLE V NON STOCK CORPORATION

This corporation is organized on a non-stock basis.

ARTICLE VI **LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, 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 Article Iv hereof.

No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

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, or corresponding section of any future Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue Code.

ARTICLE VII **DISSOLUTION**

Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, shall be distributed 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 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes, as shall be designated by the directors of the corporation.

ARTICLE VIII
TAX EXEMPT STATUS

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the vote of two-thirds (2/3) of all of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE X
BY-LAWS

The By-Laws of this corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of a majority of the Directors. The By-Laws may be amended, repealed, or changed, in whole or in part, by the affirmative vote of a majority of all the Directors.

ARTICLE XI
DIRECTORS

A. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors.

B. Until the first election of Directors, the following persons shall serve as the initial Board of Directors:

Name

Address

James E. Collins

2321 SE 11th Street
Ocala, FL 34471

Russell Smith

c/o Meadowood Farm
47 Never Bend
Ocala, FL 34475

Leslie Scales

Post Office Box 247
Weirsdale, FL 32195

Kenneth H. MacKay III

Post Office Box 2016
Ocala, FL 34478

Dianne Barrineau

209 NE 36th Avenue
Ocala, FL 34470

C. The Directors named herein shall serve at their pleasure or until they determine in their sole and absolute discretion to call the first election of Directors. Provided, however, that the first election shall be held not later than two (2) years from the filing of these Articles of Incorporation. During such period, and until the first election, vacancies shall be filled by the Board of Directors.

D. The election of the Directors, and the terms of the Directors, shall be in accordance with the By-Laws of this corporation.

ARTICLE XII **REGISTERED AGENT**

The street address of the initial registered office of this corporation is 21 NE First Avenue, Post Office Box 1148, Ocala, Florida 34478, and the name of the initial registered agent of this corporation at that address is James E. Collins.

ARTICLE XIII **INCORPORATOR**

The incorporator subscribing to these Articles of Incorporation is James E. Collins, whose address is 21 Northeast First Avenue, Post Office Box 1148, Ocala, Florida 34478.

IN WITNESS WHEREOF, the undersigned has subscribed his name
this 1st day of February, 1996, at Marion County, Florida.

Signed, sealed and delivered
in the presence of:

Lisa J. Hapcraft

Patricia A. Ostlund

James E. Collins
James E. Collins

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1
day of January, 1996, by JAMES E. COLLINS, who is personally known
to me. ~~February~~

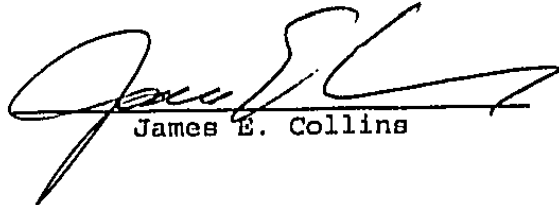
Patricia A. Ostlund
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article XII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

21 NE First Avenue
Post Office Box 1148
Ocala, Florida 34478

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


James E. Collins

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TALLAHASSEE, FLORIDA