

MAGUIRE, VOORHIS & WELLS, P.A.

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February 16, 1996

VIA: FEDERAL EXPRESS

Mrs. Jan H. Early
Cammor & Cowan, Inc.
119 E. Park Avenue
Tallahassee, Florida 32301

Subject: Maguire, Voorhis & Wells Foundation, Inc.

Dear Jan:

Enclosed please find the original and one copy of the Articles of Incorporation of Maguire, Voorhis & Wells Foundation, Inc. for filing with the Department of State, together with a check in the amount of \$122.50 in payment of the required fees.

Please file the Articles and return the certified copy to me by Federal Express.

As always, thanks for your help.

Very truly yours,

Marlis

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures
cc: Jay Van Heyde, Esq.
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ARTICLES OF INCORPORATION
OF
MAGUIRE, VOORHIS & WELLS FOUNDATION, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Not For Profit Corporation Act.

ARTICLE I

Name and Address

The name of the Corporation shall be MAGUIRE, VOORHIS & WELLS FOUNDATION, INC. The principal office address is Two South Orange Avenue, Orlando, Orange County, Florida 32801, and its mailing address is Post Office Box 633, Orlando, Florida 32802.

ARTICLE II

Corporate Purposes, Powers and Rights

The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, but not limited to, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above purposes.

ARTICLE III

No Personal Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors 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 II hereof.

ARTICLE IV

Prohibited Acts

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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE V

Duration of the Corporation

Existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII

Compliance With Private Foundation Rules

In the event the Corporation is determined by the Internal Revenue Service to be a private foundation, as defined in Section 509 of the Code, the Corporation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) shall not make any investments in a manner that would subject

it to tax under Section 4944 of the Code, (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code, and (vi) shall exercise expenditure responsibility, in accordance with Section 4942(h) of the Code, over all grants made to organizations other than organizations described in paragraphs (1), (2), or (3) of Sections 509(a) of the Code or to organizations that are exempt operating foundations, as defined in Section 4940(d)(2) of the Code. All reference to the Code shall include the corresponding provisions of any future federal tax laws.

ARTICLE VIII

Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE IX

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be Two South Orange Avenue, Orlando, Florida 32801. The name of the initial registered agent of the Corporation at the registered office shall be William B. Wilson.

ARTICLE X

Initial Board of Directors

The initial Board of Directors shall consist of Twelve (12) persons. At no time will the Board of Directors consist of less than three (3) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of directors are:

<u>Name</u>	<u>Address</u>
Robert N. Blackford	Two South Orange Avenue Orlando, Florida 32801
Richard B. Collins	2804 Remington Green, Circle Suite 4 Tallahassee, Florida 32308
Carl D. Motes	2804 Remington Green Circle Suite 4 Tallahassee, Florida 32308

Hubert C. Normila, Jr.	1499 S. Harbor City Boulevard Suite 303 Melbourne, Florida 32901
Jonathan D. Rich	Two South Orange Avenue Orlando, Florida 32801
James E. L. Seay	Two South Orange Avenue Orlando, Florida 32801
Stephen W. Snively	Two South Orange Avenue Orlando, Florida 32801
Joseph J. Van Heyde, II	Two South Orange Avenue Orlando, Florida 32801
Christopher J. Weiss	Two South Orange Avenue Orlando, Florida 32801
William B. Wilson	Two South Orange Avenue Orlando, Florida 32801
Leighton D. Yates, Jr.	Two South Orange Avenue Orlando, Florida 32801

ARTICLE XI

Election of Directors

The Board of Directors shall be elected at the organizational meeting of directors and at each annual meeting thereafter, in the manner set forth in the Bylaws.

ARTICLE XII

Initial Member

The initial member of the Corporation shall be Maguire, Voorhis & Wells, P.A. whose principal office is located at Two South Orange Avenue, Orlando, Florida 32801, and whose mailing address is Post Office Box 633, Orlando, Florida 32802.

ARTICLE XIII

Incorporator

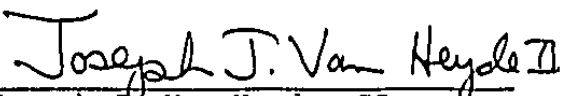
The incorporator of the Corporation is Joseph J. Van Heyde, II, whose address is Two South Orange Avenue, Orlando, Florida 32801.

ARTICLE XIV

Amendment

Amendments to the Articles of Incorporation of the Corporation shall be adopted by the Board of Directors of the Corporation by a majority of the Board of Directors at a meeting called for that purpose.

Executed this 14th day of February, 1996.




Joseph J. Van Heyde, II
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been appointed to serve as registered agent of MAGUIRE, VOORHIS & WELLS FOUNDATION, INC., in its registered office located at Two South Orange Avenue, Orlando, Florida 32801, hereby accepts such appointment and agrees to serve as registered agent in this Corporation's registered office.

Executed this 14th day of February, 1996.

By: 

William B. Wilson,
Registered Agent

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FILED