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March 14, 1996

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TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: The C. Frederick Thompson Foundation, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50.

FROM: C. Frederick Thompson
623 S.W. 93rd Street
Gainesville, Florida 32607
(904) 378-4814

FILED
MAR 18 PM 4:10
TALLAHASSEE, FLORIDA

First Union Bank Building
104 N. Main Street
Suite 300
Gainesville, Florida 32601
Telephone: 904/378-4814
Facsimile: 904/335-2905

SE MAR 21 1996

ARTICLES OF INCORPORATION
OF
THE C. FREDERICK THOMPSON FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

6:11 PM
JAN 18 PM 4:10
ALL-CLASSIFIED

ARTICLE ONE. NAME

The name of this corporation is THE C. FREDERICK THOMPSON FOUNDATION, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonstock, nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

ARTICLE THREE. PURPOSES

(a) This corporation is organized exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended. Particular focus shall be on the visual arts and the collection, presentation and exhibition thereof.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these articles, the 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 Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the

Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE FOUR. LOCATION OF INITIAL REGISTERED OFFICE

AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 104 N. Main Street, Suite 300, City of Gainesville, County of Alachua, State of Florida, 32601. The name of the initial registered agent at such address is C. Frederick Thompson.

ARTICLE FIVE. INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
C. Frederick Thompson	623 S.W. 93rd Street Gainesville, Florida 32607

ARTICLE SIX. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be fixed by, or in the manner provided in the Bylaws, but in no case shall the number be less than three (3).

(b) Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE SEVEN. AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Chapter 617, Florida Statutes.

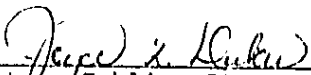
I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on March 14, 1996.


C. FREDERICK THOMPSON

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared this day, C. FREDERICK THOMPSON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 14th day of March, 1996.


Notary Public, State of Florida
at Largo
My Commission Expires: Aug 12, 1997

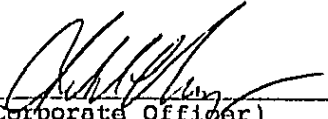


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

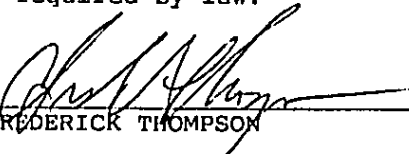
The following is submitted in compliance with Chapter 617.0501 F.S.:

THE C. FREDERICK THOMPSON FOUNDATION, INC., a corporation not for profit organized under the laws of the State of Florida with its principal office at:

104 N. Main Street, Suite 300, Gainesville, Florida 32601, has named C. FREDERICK THOMPSON, located at 104 N. Main Street, Suite 300, Gainesville, Florida 32601 as its agent to accept service of process within the State.


(Corporate Officer)

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


C. FREDERICK THOMPSON

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-10-10 BY 60322