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LAW OFFICE OF
JOHN T. BROWN, P.A.

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June 5, 1996

Department of State
Division of Corporations
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

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-06/11/96--01002--007
*****70.00 *****70.00

Re: Articles of Incorporation for
The Bridgeway Foundation, Incorporated

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above referenced corporation, together with our firm's check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



John T. Brown

Enclosures

bridgewa/secstate.fil

SJS
6/11/96

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporators form a not-for-profit corporation under the Florida law.

ARTICLE I

CORPORATE NAME

The name of this corporation is The Bridgeway Foundation, Incorporated.

ARTICLE II

PURPOSE

The purpose of The Bridgeway Foundation, Inc. is to provide financial support for the improvement of programs and services for children and families in the local community, to award scholarships to children and young adults in the local community, and to promote the general welfare of children and families in the local community. The Bridgeway Foundation, Inc. (hereinafter, "the Foundation") is organized to create a source of perpetual income for The Bridgeway Foundation, Inc and the Bridgeway Foundation Scholarships Program. The Foundation is to provide a means whereby the public may make gifts to promote programs and services for children and families in the local community. The Foundation will provide funds to promote programs and services for children and families in the local community through giving programs intended, in part, to protect the Corpus of the gift while paying earnings to The Bridgeway Foundation, Inc., and in part by direct gift. The exact source of payment shall be determined by the stated conditions of the donor, or, if none is stated, then as determined by the Foundation Board of Trustees in its sole discretion. The Foundation will strive to provide a continuing source of income to promote programs and services for children and families in the local community. The Foundation is exempt from federal income tax under Internal Revenue Code Section 501(c)(3).

This corporation shall exist perpetually.

ARTICLE III

MEMBERS

- (A) The members of this corporation shall be those who evidence an interest in furthering the purposes of the corporation, as those purposes are set forth in the Articles of

Incorporation of the Foundation, and who are elected to the Foundation.

- (B) An individual becomes a member of this corporation after nomination by a current member of the Board of Trustees of the Foundation and who has thereafter received the approval of a majority vote of the Board of Trustees present at meeting of the Board of Trustees.
- (C) The method for selection of Trustees of the Foundation and renewal of the terms of service is contained in the By-Laws of the Corporation.
- (D) The Chief Executive Officer of Bridgeway Center, Inc. shall be a Trustee of the Foundation.

ARTICLE IV

STOCK

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate 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, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the Board of Trustees shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes, and that shall at the time qualify as exempt organizations under Section 501 (c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this

corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county where the principal office of this corporation is then located, exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE V

INITIAL TRUSTEES

The name of the initial board of trustees of this Corporation and their street addresses are:

W. Daniel Cobbs, CHE Chief Executive Officer	137 Hospital Drive Fort Walton Beach, Florida 32548
Brenda Dennison Brown, CPA Chief Financial Officer	137 Hospital Drive Fort Walton Beach, Florida 32548
David Schjott, MA, MS Referral Services Director	137 Hospital Drive Fort Walton Beach, Florida 32548

The persons named as initial trustees shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, or if they are no longer employed by Bridgeway Center, Inc., whichever occurs first.

ARTICLE VI

INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

W. Daniel Cobbs, CHE Chief Executive Officer	137 Hospital Drive Fort Walton Beach, Florida 32548
Brenda Dennison Brown, CPA Chief Financial Officer	137 Hospital Drive Fort Walton Beach, Florida 32548
David Schjott, MA, MS Referral Services Director	137 Hospital Drive Fort Walton Beach, Florida 32548

ARTICLE VII

OFFICERS

The affairs of this corporation shall be managed by officers elected by the Board of Trustees at its annual meeting. The officers shall serve until the next annual meeting of the Board of Trustees, unless removed earlier in accordance with the by-laws.

The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

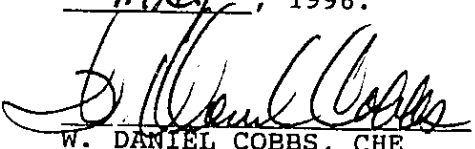
President :	W. Daniel Cobbs, CHE Chief Executive Officer
Treasurer :	Brenda Dennison Brown, CPA Chief Financial Officer
Secretary :	David Schjott, MA, MS Referral Services Director

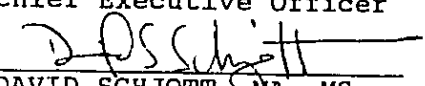
ARTICLE VIII

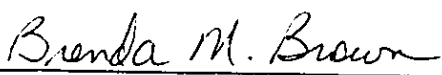
REGISTERED AGENT

The Registered Agent is W. Daniel Cobbs, CHE, Chief Executive Officer, of 137 Hospital Drive, Fort Walton Beach, Florida 32548. This is also the mailing address of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribers do hereby execute these Articles of Incorporation on the 8th day of May, 1996.


W. DANIEL COBBS, CHE
Chief Executive Officer


DAVID SCHJOTT, MA, MS
Referral Services Director


BRENDA DENNISON BROWN, CPA
Chief Financial Officer

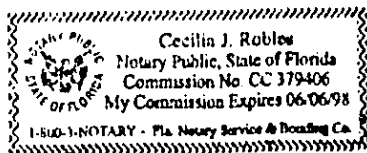
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 8th day of July, 1996, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared W. DANIEL COBBS, CHE, Chief Executive Officer, BRENDA DENNISOL BROWN, CPA, Chief Financial Officer and DAVID SCHJOTT, MA, MS, Referral Services Director, who are personally known to me or who have produced the identification identified below, who are the persons described in and who executed the foregoing instrument, and who after being duly sworn say that the execution hereof is their free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

✓ To me personally known

Identified by Driver's License Number _____
issued by the State of _____.



Cecelia J. Robles
Notary Public
Typed Name: CECELIA J. ROBLES
My Commission Expires:
Commission No.:

I, W. Daniel Cobbs, CHE, Chief Executive Officer, am hereby familiar with and accept the duties and responsibilities as Registered Agent for The Bridgeway Foundation, Incorporated.

W. Daniel Cobbs
W. Daniel Cobbs, CHE, Chief
Executive Officer,
Registered Agent