N96000003097

800 [illegible] 8086

[illegible] AM

[illegible] Water Street

DOMESTIC FILING

NAME THE [illegible] FOUNDATION, INC

EFFECTIVE DATE

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX

EXAMINER [illegible]

[illegible] 6/11/96

ARTICLES OF INCORPORATION

of

THE TOM COUGHLIN JAY FUND FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation, effective this 10th day of June, [illegible].

ARTICLE I

Name and Mailing Address

The name of the corporation shall be The Tom Coughlin Jay Fund Foundation, Inc. The mailing address for the corporation is One Stadium Place, Jacksonville, Florida [illegible].

ARTICLE II

Not For Profit

This corporation is a corporation not for profit within the meaning of Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit.

ARTICLE III

Duration

The duration of the corporation is perpetual.

ARTICLE IV

Purpose

The [illegible] is established and shall be operated exclusively for charitable and educational purposes. In carrying of its purposes, the corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limiting the generality of the foregoing, the powers to acquire by devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein, and the corporation may do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V

Limitation

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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.

ARTICLE VI

Members

The Bylaws of this corporation may provide for one or more classes of members of the corporation. The nature of the membership, classes of membership and the rights and privileges appurtenant to such classes shall be as provided in the Bylaws.

ARTICLE VII.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation in Florida shall be 225 Water Street, Suite 900, Jacksonville, Florida 32202 and its initial registered agent at that address shall be John R. Crawford. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VIII

Board of Directors

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) or more than twenty five (25). The method of election of the directors shall be as stated in the Bylaws of the Corporation.

The names and street addresses of the members of the first Board of Directors who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Name	Street Address
Tom Coughlin	One Stadium Place Jacksonville, FL 32202
Judy Coughlin	One Stadium Place Jacksonville, FL 32202
Fran Foley	12839 Quailbrook Jacksonville, FL 32224
Ernest P. Bono, Sr.	7450 Founders Way Ponte Vedra Beach, FL 32082

ARTICLE IX

Incorporators

The name and address of each Incorporator is as follows:

Name	Address
John R. Crawford	225 Water Street, Suite 900 Jacksonville, Florida 32202
Julia A. Harris	225 Water Street, Suite 900 Jacksonville, Florida 32202

ARTICLE X

Bylaws

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE XI

Dissolution or Liquidation

Upon the dissolution or liquidation of this corporation, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to an organization or organizations which has or have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of this corporation shall be paid over or distributed to any member, officer or Director of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 10th day of June, 1996.

_______________ (SEAL)
John R. Crawford

Julia A Harris (SEAL)
Julia A. Harris

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Julia A. Harris, the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and who are all personally known to me, and who acknowledged before me that they each made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 10th day of June, 1996.

Ivelise F. Rodriguez
Signature of Notary Public

Ivelise F Rodriguez
Printed Name of Notary Public
Notary Public, State and County aforesaid
My commission expires: ______

(Notarial Seal)

NOTARY PUBLIC
STATE OF FLORIDA

IVELISE F RODRIGUEZ
My Commission CC404060
Expires Aug. 29, 199[illegible]
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Tom Coughlin Jay Fund Foundation, Inc., a Florida corporation not for profit, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with and accept, the obligations imposed upon registered agents by Florida law.

____

Registered Agent

[illegible]

N96000003097

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 434403 11208A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : June 19, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 434403-005

CUSTOMER NO: 11208A

CUSTOMER: Ms. Pam Kurth
Kent Crawford & Gooding
Suite 900
225 Water Street
Jacksonville, FL 32202

97 JUN 19 PM 12: 13

DOMESTIC AMENDMENT FILING

500002217225--3
-06/19/97--01067--023
*****87.50 *****87.50

NAME: THE TOM COUGHLIN JAY FUND FOUNDATION, INC.

FILED
97 JUN 19 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
______ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
______ PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

6/20

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: Amend CC

**CERTIFICATE AS TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
<u>THE TOM COUGHLIN JAY FUND FOUNDATION, INC.</u>**

FILED
97 JUN 19 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Fran Foley, hereby certify that I am the Treasurer of The Tom Coughlin Jay Fund Foundation, Inc., a Florida corporation. I further certify that the following resolution relating to the amendment of the Articles of Incorporation of said corporation was approved and adopted by the Board of Directors of the corporation at a special meeting of the Board of Directors of the corporation duly called and held on June 4, 1997, there being no member of the corporation entitled to vote:

BE IT RESOLVED, that, effective immediately, the Articles of Incorporation of this corporation are hereby amended to delete Article IV and replace it to read as follows:

The Tom Coughlin Jay Fund Foundation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Completed this 18 day of June, 1997.

Fran Foley, as Treasurer of The Tom Coughlin Jay Fund Foundation, Inc.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of June, 1997, by Fran Foley, as Treasurer, of The Tom Coughlin Jay Fund Foundation, Inc, a Florida corporation, on behalf of said corporation, and who is personally known to me or ~~who has produced~~

________________________ ~~as identification~~.

Pam Kurth

Signature of Notary Public

Pam Kurth

Printed Name of Notary Public
Notary Public, State of Florida
My commission expires:____________

(Notarial Seal)

PAM KURTH
MY COMMISSION # CC 397316
EXPIRES: August 2, 1998
Bonded Thru Notary Public Underwriters