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TO: DIVISION OF CORPORATIONS

#: (305)922-4011

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BURCHENAL FAMILY FOUNDATION, INC.

AUDIT NUMBER.....H96000017614

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION
OF
BURCHENAL FAMILY FOUNDATION, INC.
(A NOT-FOR-PROFIT CORPORATION)

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(10)

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Burchenal Family Foundation, Inc.

ARTICLE II

Principal Office or Mailing Address

The principal office of the corporation is located at, and its mailing address is, 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615.

ARTICLE III

Purposes

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and to receive and administer funds for religious, scientific, educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United

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FL Bar # 0048163

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THE SEVENTH JUDICIAL CIRCUIT
FLORIDA

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States Internal Revenue Law (the "Code"). Without limiting the generality of the foregoing, the corporation shall provide monetary support and fund charitable programs carried on by other Section 501(c)(3) eleemosynary organizations whose established programs are underfunded, or fund programs that do not presently exist to meet the needs of people who are disadvantaged because they are handicapped by physical, mental, spiritual, economic and/or educational impairment. In addition, the corporation will also make grants and donations to public charities which comply with the requirements of Section 501(c)(3) of the Code.

ARTICLE IV

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.;

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(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 III of these Articles; and

(c) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

(b) The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The directors shall be elected in

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such manner as shall be provided in the Bylaws. The names and addresses of the initial directors who shall serve until the first annual meeting of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Frank C. Logan	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	President/ Director
Louise Pagan	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	Vice President/ Director
Donna C. Miller	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	Secretary/ Director

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address is Frank C. Logan.

ARTICLE VII

Incorporator

The name and address of the subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
Frank C. Logan	121 North Osceola Avenue Suite 300 Clearwater, FL 34615

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ARTICLE VIII

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Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE IX

Members

There shall be one (1) initial Member of the corporation - Frank C. Logan. Provisions for the admission of additional members may be adopted from time to time by a unanimous vote of the then serving Directors in accordance with requirement for membership set forth in the Bylaws of the corporation. Members shall have voting rights, only as provided in the corporation's Bylaws.

ARTICLE X

Bylaws

(a) The Board of Directors may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

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(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose, subject to quorum and voting requirements as provided in the corporation's Bylaws.

ARTICLE XI

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the members of the Board of Directors, subject to quorum and voting requirements as provided in the corporation's Bylaws, and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to: (a) one or more organizations exempt from taxation under Section 501(c)(3) of the Code; or (b) the federal government or a state or local government, for public purposes.

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ARTICLE XIII

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Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XIV

Indemnification

The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-

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Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

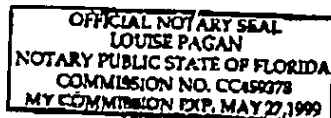
IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 16th day of December, 1996, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

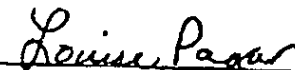

FRANK C. LOGAN, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANK C. LOGAN, to me personally known or who has produced N/A as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 16th day of December, 1996.




Notary Public
Print Name LOUISE PAGAN
My Commission Expires: 5/27/99

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

FRANK C. LOGAN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Burchenal Family Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named Frank C Logan, located at 121 North Osceola Avenue, Suite 300, at the City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service for process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


FRANK C. LOGAN

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