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PLANT CITY, FLORIDA 33564-9040

JOHN R. TRINKLE (1901-1969)

JOHNNIE B. BYRD, JR.

DANIEL M. COTON

JAMES L. REDMAN

CONRAD SWANSON

ROBERT S. TRINKLE

DEBORAH R. TRACY

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November 5, 1997

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

RE: Ed Swindle Family Foundation, Inc.
(Not-for-Profit Corporation)
CIM# 2L112-112

FILED
97 NOV -7 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
000002340690-4
-11/07/97 01059-021
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation with respect to the above-referenced corporation, for filing. After said filing, please forward us a certified copy of same.

Also enclosed is our firm's check payable to you in the amount of \$122.50, representing payment of \$35.00 filing fee, \$0.00 for charter tax, \$35.00 for registered agent form, and \$52.50, for certified copy of the Articles of Incorporation.

Thanking you for your courtesies in this matter, I am

Sincerely,

Lisa A. Dreggors

Legal Assistant to James L. Redman

/lad
Enclosures

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F. O. GREGG

NOV 10 1997

ARTICLES OF INCORPORATION
FOR
ED SWINDLE FAMILY FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

97 NOV -7 AM 8:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator of **ED SWINDLE FAMILY FOUNDATION, INC.**, a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is **ED SWINDLE FAMILY FOUNDATION, INC.** (the "Corporation").

ARTICLE II

Principal Office and Address

The address of the principal office of the Corporation is 121 N. Collins Street, Plant City, Florida 33566 and its mailing address is the same.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual; and the corporate existence shall commence on the filing of these Articles by the Department of State.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code") and exclusively for the benefit of, to perform the functions of, or to carry out the purposes of **ED SWINDLE FAMILY FOUNDATION, INC.**, so long as such organization is described in Section 509(a)(1) or (2) of the Internal Revenue Code; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws.

ARTICLE VI

Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
3. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

At any time if the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), and Section 617.0835(2) of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

A. 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 Code or the corresponding section of any future federal tax code.

B. The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code or the corresponding section of any future federal tax code.

C. The Corporation shall not retain any excess business holdings as defined by Section 4943(c) of the Code or the corresponding section of any future federal tax code.

D. The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code or the corresponding section of any future federal tax code.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

Registered Office and Agent

The initial registered office of the Corporation shall be located at 121 N. Collins Street, Plant City, Florida 33566. The initial registered agent of the Corporation at that address shall be James L. Redman.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the Corporation is **James L. Redman, 121 N. Collins Street, Plant City, Florida 33566.**

ARTICLE IX

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed to a charitable tax-exempt organization described in Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code, then the net assets shall be distributed to one or more other organizations selected by the Board of Directors of this Corporation which are so described.

ARTICLE X

Amendment

These Articles of Incorporation may be amended by the sole member of the Corporation to the extent necessary to enable the Corporation to receive a written determination from the Internal Revenue Service that the Corporation is an organization described in Section 501(c)(3) and Section

509(a)(3) of the Code. Following receipt of such written determination, these Articles of Incorporation may be amended by action of the sole member of the Corporation to the extent necessary.

5th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of November, 1997.

[Signature]
JAMES L. REDMAN, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of November, 1997, by JAMES L. REDMAN. Such person did not take an oath and is personally known to me or produced _____ as identification.

[Signature]
Notary Public

Lisa A. Dreggors
Printed Name of Notary

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

JAMES L. REDMAN, having been named in Article VIII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. JAMES L. REDMAN, hereby states that he is familiar with, and hereby accepts, the obligations of registered agents set forth in the Florida Statutes, and that he will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

Dated this 5th day of ^{November}~~October~~, 1997.



JAMES L. REDMAN

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FILED
97 NOV -7 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA