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ADMITTED TO PRACTICE IN FLORIDA AND NORTH CAROLINA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -1 PM 1:51

November 24, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of The M.J.R. Foundation, Inc. (Not for profit)

To whom it May Concern:

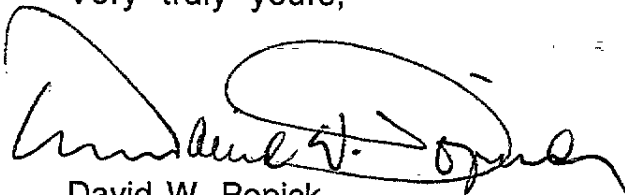
Enclosed herewith for filing are Articles of Incorporation for the above named not-for profit corporation, together with a copy thereof.

Also enclosed are the following:

1. My check in the amount of \$70, for the filing fee.
2. Certificate of Designation Registered Agent/Registered Office.

Please stamp the enclosed copy with your filing stamp and return it to me.

Very truly yours,



David W. Popick  
DWP/rm

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12-2-97  
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# ARTICLES OF INCORPORATION

OF

THE M.J.R. FOUNDATION, INC.

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DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned desires to form a corporation not for profit.

## ARTICLE I

The name of this Corporation is THE M.J.R. FOUNDATION, INC.

## ARTICLE II

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) if the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. Among the charitable purposes for which this Corporation is organized are: (1) the raising of funds and the provision of services to persons or organizations that provide relief to persons suffering from HIV disease or AIDS, (2) the elimination of prejudice and discrimination against persons with HIV disease or AIDS, and (3) the advancement of education by providing educational and scientific information about HIV disease and AIDS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except 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 this Article. No substantial part of the activities of the Corporation shall consist of carrying on 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law). Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

The classes, rights, privileges, qualifications and obligations of members of this Corporation, if any, are as stated in the By-Laws of this Corporation.

### ARTICLE IV

This Corporation shall have perpetual existence.

### ARTICLE V

The affairs of the Corporation are to be managed by the officers of the Corporation who shall be elected by the Board of Directors.

### ARTICLE VI

Directors shall be elected or appointed in the manner and for the terms provided in the By-Laws. The Corporation shall never have less than three (3) directors. The Board of Directors may increase or decrease the number of directors from time to time as provided in the By-Laws.

### ARTICLE VII

The following are the names and addresses of the individuals who are to serve as the initial directors of this Corporation:

Spencer K. Osborne  
4444 South Rio Grande Avenue, 802B  
Orlando, Florida 32839

Raymond A. P. DeJonge  
1948 Lake Atrium Circle, #127  
Orlando, Florida 32839

C. Douglas Harris  
1417 Dutch Valley Place, N.E.  
Atlanta, Georgia 30324

### ARTICLE VIII

The power to alter, repeal, amend or adopt new By-Laws is vested in the Board of Directors.

### ARTICLE IX

The street address of the initial principal office of this Corporation is: 4444 South Rio Grande Avenue, 802B, Orlando, Florida 32839. The

initial mailing address of this Corporation is: P.O. Box 555216, Orlando, Florida 32855-5216.

ARTICLE X

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are: 1041 Tuscany Place, Winter Park, Florida 32789-1017; David W. Popick.

ARTICLE XI

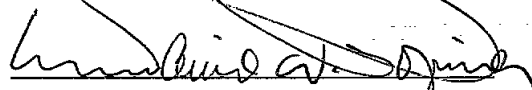
The name and address of the incorporator are: Spencer K. Osborne, 4444 South Rio Grande Avenue, 802B, Orlando, Florida 32839.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 21 day of November, 1997.

  
Spencer K. Osborne

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of November, 1997, by SPENCER K. OSBORNE, who is personally known to me or who has produced a Florida driver's license as identification.

  
David W. Popick, Notary Public,  
State of Florida



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

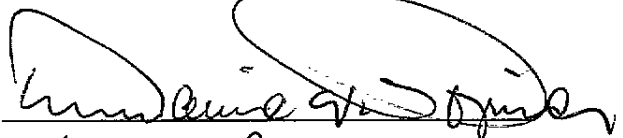
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The M.J.R. Foundation, Inc.
2. The name and address of the registered agent and office is:

David W. Popick  
1041 Tuscany Place  
Winter Park, Florida 32789-1017

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

11-24-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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