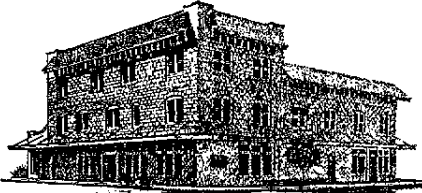


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
JAMES D. DYE
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

January 16, 1998

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

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****122.50 ****122.50

Re: Dodt Family Foundation, Inc. - Articles of Incorporation

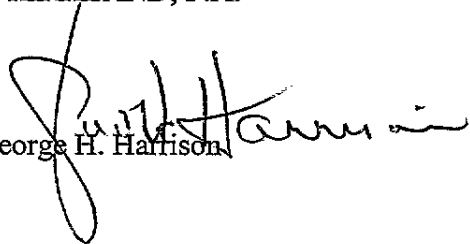
Gentlemen:

Enclosed herewith is our check in the amount of \$122.50 to cover the filing fee for the enclosed Articles of Incorporation.

Please forward one certified copy back to this office.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


George H. Harrison

GHH:bw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:20

1-21-98
WS

ARTICLES OF INCORPORATION
OF
DODT FAMILY FOUNDATION, INC.

FILED
SECRETARY OF CORPORATIONS
98 JAN 20 AM 9:20

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida (Chapter 716, Florida Statutes).

ARTICLE I

Name

The name of this Corporation shall be:

DODT FAMILY FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation shall be:

1209 Santiago Drive
Bradenton, Florida 34209

ARTICLE III

Purposes

The general nature of the activities to be conducted by this Corporation, and the objects or purposes of this Corporation, shall be as follows:

(a) Exclusively to receive and administer funds for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and to that end, to hold any property, real or personal, tangible or intangible, or any undivided interest in such property, without limitation as to amount or value; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any such property, or any undivided interest in such property, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as will best promote the purposes of the

Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members of any private individual.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) During any period in which the Corporation may be classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended from time to time:

(1) 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 Internal Revenue Code of 1986, as amended from time to time.

(2) The Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986, as amended from time to time.

(3) The Corporation shall not retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Internal Revenue Code of 1986, as amended from time to time.

(4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or otherwise in such a manner as to subject it to tax under Section 4944(a) or (b) of the Internal Revenue Code of 1986, as amended from time to time.

(5) The Corporation shall not make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986, as amended from time to time.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or regulations issued thereunder, as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, as they now exist or as

they may hereafter be amended.

(e) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to religious, charitable, scientific or educational organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

Existence of Corporation

This corporation shall exist in perpetuity.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 1206 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent of this Corporation at such office shall be GEORGE H. HARRISON. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Members

This Corporation shall have one class of members. The number, method for selection, qualification, rights and duties of members shall be as provided in the bylaws of this Corporation.

ARTICLE VII

Board of Trustees

All powers of this Corporation shall be exercised by, or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Trustees, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the trustees shall be provided in the bylaws.

ARTICLE VIII

Initial Board of Trustees

The initial Board of Trustees of the Corporation shall consist of three (3) members, such

members to hold office until their successors have been duly elected and qualified. The name and street address of each initial trustee are:

<u>Name</u>	<u>Address</u>
ELIZABETH B. DODT	1209 Santiago Drive Bradenton, Florida 34209
TERESA ANDREW	1226 Bryn Mawr Street Orlando, Florida 32804
JENNIFER MOTLEY	1515 N.W. 7th Place Gainesville, Florida 32603

ARTICLE IX

The name and street address of the incorporator making these Articles of Incorporation are:

ELIZABETH B. DODT	1209 Santiago Drive Bradenton, Florida 34209
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ARTICLE X

BYLAWS

The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Trustees of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Trustees may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Trustee.

ARTICLE XI

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

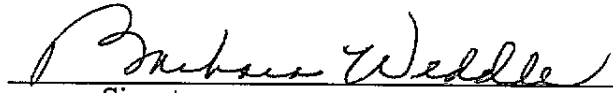

ELIZABETH B. DODT, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ELIZABETH B. DODT, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that she acknowledged before me that she executed the same. I relied upon the following form of identification of the above named person:

X who is personally known to me,
— who produced _____ as
 identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th
day of January, 1998.



Signature

Printed Name
Notary Public-State of Florida
Commission No. _____

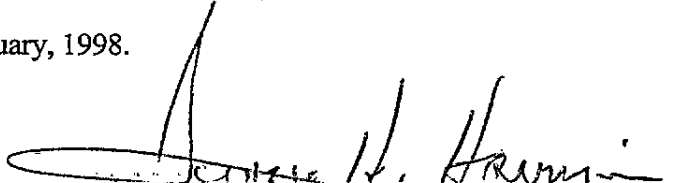
My Commission Expires:

BARBARA WEDDLE
Notary Public, State of Florida
My comm. expires June 3, 2001
Comm. No. CC648563

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, GEORGE H. HARRISON, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of that position.

DATED this 16th day of January, 1998.


GEORGE H. HARRISON

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DIVISION OF CORPORATIONS
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