

N 98000003457

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June 7, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200002557352--6
-06/11/98-01106-008
*****70.00 *****70.00

Re: AYERS FOUNDATION, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

FILED
98 JUN 11 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREGG H. GAVE
AUTHORIZATION BY PHONE TO
CORRECT DIRECTORS
DATE 6-15-98
DOC. EXAM JN

JN 6-12-98

ARTICLES OF INCORPORATION

OF

AYERS FOUNDATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of the Corporation is AYERS FOUNDATION, INC.

ARTICLE TWO

DURATION

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

ARTICLE THREE

PURPOSE

(1) The purposes for the Corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other 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 Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any 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.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted on carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOUR

DIRECTORS

There shall be ~~three~~ (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows: MANNER OF ELECTIONS IS AS STATED IN THE BYLAWS.

Name	Address
Wilson H. Ayers	12109 Brightwater Blvd Temple Terrace, Florida 33617
Russell Steven Ayers ALLAN K. GEER 5035 E. BUSH BLVD. TAMPA, FL 33617	15033 Lake Magdalene Blvd Tampa, Florida 33618

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 12109 Brightwater Blvd, Temple Terrace, Florida 33617. The initial registered agent of the Corporation at that address shall be Wilson H. Ayers.

ARTICLE SIX

MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the requirements of the Bylaws.

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the subscribers of these Articles of Incorporation are:

Name	Address
Wilson H. Ayers	12109 Brightwater Blvd Temple Terrace, Florida 33617

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 12109 Brightwater Blvd, Temple Terrace, Florida 33617.

IN WITNESS WHEREOF, I have subscribed my name on this 29th day of May, 1998.

Wilson H. Ayers
WILSON H. AYERS, INCORPORATOR

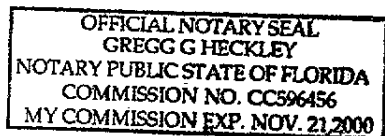
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 29th day of May, 1998, before me a Notary Public authorized in the State and County above named to take acknowledgments, personally appeared WILSON H. AYERS, personally known to me to be the person described in or who produced a driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation and he did not take an oath.

Gregg G. Heckley
Notary Public

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

12109 Brightwater Blvd
Temple Terrace, Florida 33617

The undersigned shall serve as Registered Agent until otherwise removed or he shall be resign pursuant to the laws of the State of Florida.

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Wilson H. Ayers
WILSON H. AYERS

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TALLAHASSEE, FLORIDA