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EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32596

TOLL FREE 1-800-433-6581
<http://www.esclaw.com>

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARSH

GERALD MCKENZIE
JOHN W. MONROE, JR.
JOHN A. PANYKO
WANDA W. RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
CRYSTAL COLLINS SPENCER
WARREN R. TODD

June 24, 1998

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

400002572134--7
-06/25/98--01033--006
****122.50 ****122.50

Re: Joe Morris Foundation/Articles of Incorporation
Our File No. M1076-28760

Gentlemen/Ladies:

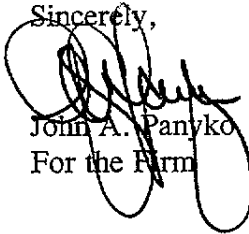
Enclosed please find the original and one copy of the Articles of Incorporation for the Joe Morris Foundation, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/sab
Enclosures
cc: Mr. Joe Morris
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 25 AM 11:47 AM

FILED

ARTICLES OF INCORPORATION
OF
THE JOE MORRIS FOUNDATION, INC.

FILED
98 JUN 25 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is the Joe Morris Foundation, Inc. The address of the principal office of the corporation is 701 N. Devilliers St., Pensacola, FL 32501 and its mailing address is the same.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. to promote among low-income city youth and teens the development of skills necessary to become successful entrepreneurs through the organization of public discussion groups, forums, panels, lectures and similar programs;

B. to promote and further the intellectual and moral development of low-income city youth and teens through supervised discussions with community church leaders, educators and businessmen;

C. to provide personal and vocational counseling by qualified individuals to low-income city youth and teens on social adjustment and job-related skills; and

D. to operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 Article IV hereof.

B. 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.

C. 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 the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 and educational purposes as shall at any 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 United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

This corporation shall not have members.

ARTICLE IX

INCORPORATOR

The name of the Incorporator of this corporation is Joe Morris, Jr., and his address is 701 N. Devilliers St., Pensacola, FL 32501.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

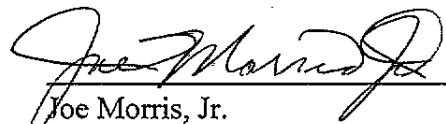
The address of the corporation's registered office shall be 701 N. Devilliers St., Pensacola, FL 32501, and the name of its registered agent at said address shall be Joe Morris, Jr.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this corporation.


The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 23 day of June, 1998.

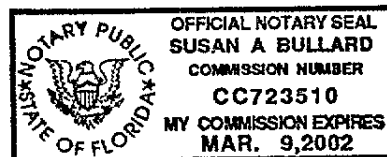

Joe Morris, Jr.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Joe Morris, Jr., who is personally known to me to be the person who executed the foregoing Articles of Incorporation or who produced FL. DRIVERS LICENSE as identification, and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of June, 1998.


NOTARY PUBLIC, State of Florida

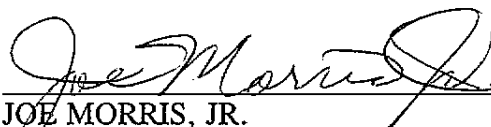


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOE MORRIS, JR., am familiar with and hereby accept the appointment as Registered Agent for the JOE MORRIS FOUNDATION, INC., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 23 day of June, 1998.



JOE MORRIS, JR.

FILED
98 JUN 25 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA