

N 98000004295

July 20, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 3399

200002596232-- 3

-07/23/98--01029--012

****122.50 ****122.50

Dear Sir or Madam,

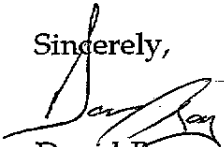
Enclosed are the Articles of Incorporation for Action Step Industries and the corporate filing fee of \$122.50 for incorporation as a Florida Not-For-Profit corporation.

If it would be possible, please send your initial response to me at my home address:

David Ray
874 Forest Mill Lane
Jacksonville, FL 3257

Thank you for your assistance. You can call me at (904) 387-4661, ext. 122 if you have any questions.

Sincerely,



David Ray
Board of Directors

FILED
98 JUL 23 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH .III 24 1998

**ARTICLES OF INCORPORATION
OF
ACTION STEP INDUSTRIES, INC.**

The undersigned incorporator hereby adopts the following articles of incorporation for the organization of a corporation not for profit under Chapter 617, Florida Statutes:

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of the corporation is: "Action Step Industries, Inc." The principal office of the corporation is located at 900 Bridier Street, Suite 1A, Jacksonville, Florida 32206.

**ARTICLE 2
DURATION**

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

**ARTICLE 3
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit, and to make contributions and confer benefits in furtherance of its purposes to such other organization or organizations that qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 3.2 Limitations. 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 Section 3.1. of this Article. 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 (or in opposition to) 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 by an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

FILED
98 JUL 23 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 3.3 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to such other organization or organizations organized for charitable, educational or scientific purposes as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and shall not meet the definition of a private foundation under Section 509(a) of the Code.

ARTICLE 4 POWERS

Section 4.1. General Powers. Subject to the restrictions and limitations set forth in Article 3 and Section 4.2, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purpose or purposes.

Section 4.2. Specific Powers, Requirements and Limitations. Any provision of these Articles to the contrary notwithstanding, during any period that the corporation meets the definition of a private foundation as set forth in Section 509(a) of the Code:

- a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of the Code, as amended from time to time;
- b) The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code, as amended from time to time;
- c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended from time to time;
- d) The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code, as amended from time to time; and
- e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended from time to time.

ARTICLE 5 MEMBERSHIP

Section 5.1 Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2 Member. The members of the corporation shall be those persons who from time to time shall constitute its board of directors.

Section 5.3 No Voting Rights. Members of the corporation, as such, shall possess no voting rights as members of the corporation.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

Section 6.2 Number and Election. The number of directors constituting the initial board of directors is seven (7). The number of directors may be increased or decreased

from time to time in accordance with the Bylaws, but shall never be less than three (3). The directors shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the corporation. The name and address of each person who is to serve as a director until his death, resignation or removal, or the election or appointment and qualification of his successor, is as follows:

<u>Name</u>	<u>Address</u>
Julie Brigman	2781 Treasure Cove Lane Jacksonville, Florida 32224
Paul Dickerson	1382 Brookwood Forest Blvd. Jacksonville, Florida 32225
Paige Hartwell	600 Bridier Street, Suite 1A Jacksonville, Florida 32206
Sidney H. Lewis, III	1791 Broken Bow Drive, N. Jacksonville, Florida 32225
James Sullivan	118 Glen Cove Place Ponte Vedra Beach, Florida 32082
Alton Yates	2923 Ribault Scenic Drive Jacksonville, Florida 32208-2431
David Ray	2874 Forest Mill Lane Jacksonville, Florida 32257

ARTICLE 7 INDEMNIFICATION

Subject to the Bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by laws.

ARTICLE 8 BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by majority vote of the board of directors of the corporation.

**ARTICLE 9
AMENDMENTS**

These Articles of Incorporation may be amended only by a majority vote of the board of directors of the corporation.

**ARTICLE 10
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 900 Bridier Street, Suite 1A, Jacksonville, Florida 32206, and the name of its initial registered agent at such address is David Ray.

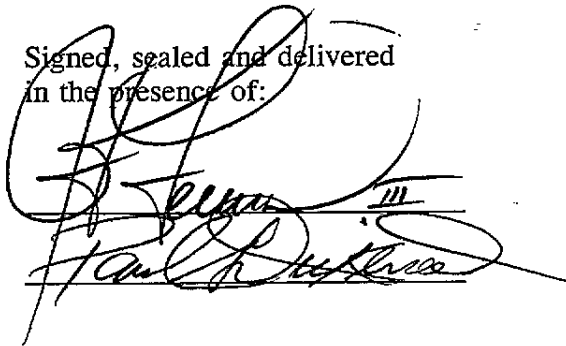
**ARTICLE 11
INCORPORATOR**

The name and street address of the incorporator of the corporation is:

David Ray
600 Bridier Street, Suite 1A
Jacksonville, Florida 32206

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a not for profit corporation under the laws of the State of Florida, and to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 15 day of ~~March~~ ^{July}, 1998.

Signed, sealed and delivered
in the presence of:

Two handwritten signatures, likely of witnesses, are written over a horizontal line. The signatures are cursive and somewhat stylized.A handwritten signature of David Ray is written over a horizontal line. The signature is cursive and matches the name "David Ray" printed below it.

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

BE IT REMEMBERED that on this ^{JULY} 15 day of ~~March~~, 1998, personally came before me, David Ray, who is personally known by me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles as his act and deed on behalf of Action Step Industries, Inc., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Martha Rivers Washington
Print Name: Martha Rivers Washington
Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, as amended, the following is submitted:

That Action Step Industries, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, Duval County, State of Florida, has named David Ray, 900 Bridier Street, Suite 1A, Jacksonville, Florida 32206, as its agent to accept service of process within this state.

Action Step Industries, Inc.

7/15/98
Date

By: David Ray
David Ray
Incorporator

ACCEPTANCE

Having been named to accept service of process for Action Step Industries, Inc., at the place designated in this certificate, I hereby agree to act in such capacity, and to comply with the provisions of the Florida Statutes relative to keeping open said office and the proper and complete performance of my duties.

7/15/98
Date

David Ray
David Ray

ASIART.1

FILED
98 JUL 23 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA