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(904) 285-2601

PLEASE REPLY TO:
JACKSONVILLE OFFICE

August 5, 1998

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Duval County Coalition Against Tobacco, Inc.

Dear Sir/Madam:

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-08/10/98--01075--001
***112.50 ***112.50

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Duval County Coalition Against Tobacco, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Department of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Please note, Article IX of the Articles of Incorporation provides for a retroactive filing date of August 4, 1998. Thank you for your assistance.

Sincerely,

Deborah F. Sherrill

Deborah F. Sherrill, CLA
Certified Legal Assistant

Enclosures/105875
cc: Phyllis Tousey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 13 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DUVAL COUNTY COALITION AGAINST TOBACCO, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is DUVAL COUNTY COALITION AGAINST TOBACCO, INC.

ARTICLE II

Principal Office or Mailing Address

The principal office of the corporation is located at, and its mailing address is, 900 University Blvd., North, Jacksonville, Florida 32211.

ARTICLE III

Purposes

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable and educational purposes, under 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 Internal Revenue Law (the "Code"). Specifically, this corporation is organized to provide financial assistance and support to the anti-tobacco related activities of the Duval County Unit of the American Cancer Society, Florida Division, Inc.; American Lung Association of Florida, Incorporated; American Heart Association, Florida Affiliate, Incorporated; Baptist/St. Vincent's Health System, Inc.; Duval County Public Schools; Duval County Health Department (collectively, the "Supported Organizations"), which are exempt organizations under Code Section 501(c)(3). Without limiting the generality of the foregoing, the corporation shall operate for the benefit of, to perform the functions of, or to carry out the purposes of the Supported Organizations.

ARTICLE IV

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 III of these Articles; and

(c) 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.

ARTICLE V Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this 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.

(b) The corporation shall have eleven (11) directors initially. The number of directors may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3).

(c) The Board of Directors of the Supported Organizations shall elect a number of directors at least equal to the smallest number of directors which will constitute a majority (the "Majority Directors"), in such manner and for such terms as shall be provided in the bylaws.

(d) After the Majority Directors have been elected, the remaining directors (the "Minority Directors") shall be elected by the Members of the corporation, in such manner and for such terms as shall be provided in the bylaws.

(e) The names and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

<u>Name</u>	<u>Address</u>
Harvey Bernhardt, M.D.	10208 Deerwood Club Road Jacksonville, FL 32256

Ainsley Cardinal	Post Office Box 8127 Jacksonville, Florida 32239
Star Hays	5851 St. Augustine Road Jacksonville, Florida 32207
Dean Shaw	1800 Barrs Street, P.O. Box 2982 Jacksonville, Florida 32203
Kathy Bowles	1701 Prudential Drive, 3rd Floor Jacksonville, Florida 32207
Robert Woods	900 University Blvd., North Jacksonville, Florida 32211
Lynette Kennison	4500 San Pablo Road Jacksonville, Florida 32224
Harry Reagan	55 W. 9th Street Jacksonville, Florida 32206
Lisa Goldstein	3734 Jamestown Lane Jacksonville, Florida 32216
Moses A. Henry, Jr.	7240 Lem Turner Road Jacksonville, Florida 32208
Drew Edwards	2970 Hartley Road, Suite 202 Jacksonville, Florida 32257

ARTICLE VI

Officers

(a) The officers of the corporation shall be a Chairman, a Vice Chairman, a Treasurer, a Recording Secretary, a Corresponding Secretary, and a Youth Advisory Officer, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the Board of Directors at its annual meeting.

(c) The following persons shall serve as officers of the corporation until their successors are elected:

OFFICE

NAME

Chairman	Lynette Kennison
Vice Chairman	Lisa Goldstein
Treasurer	Roy Fuller
Recording Secretary	Ainsley Cardinal
Corresponding Secretary	Lynn Turner
Youth Advisory Officer	Elizabeth Mathews

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Clay B. Tousey, Jr.

ARTICLE VIII

Incorporator

The name and address of the subscriber to these Articles is:

Name

Address

Phyllis Tousey	1801 Barrs Street, Suite 501 Jacksonville, FL 32204
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ARTICLE IX

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X

Members

The Members of the corporation shall consist of all persons having a common interest with the purposes of this corporation, who have met the requirements for Members as set forth in the Bylaws of the corporation and have been approved by the Board of Directors. Membership shall be limited, shall commence and shall terminate as provided in the Bylaws of the corporation. Members shall have voting rights with respect to the election of Minority Directors as provided in the Bylaws, and with respect to items listed on the agenda of each meeting, as provided by the Bylaws.

Supported Organizations and other entities shall carry one vote each, regardless of the number of representatives present at any meeting, as provided by the Bylaws.

ARTICLE XI

By-Laws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XII

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to the Supported Organizations, or in the event any one of the Supported Organization ceases to exist or is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Directors in the manner to best accomplish the religious, charitable and educational purposes of the Supported Organization, provided that such distributions shall be made:

(a) To one or more organizations qualified under Section 501(c)(3) of the Code where purposes are similar to the religious, charitable and educational purposes of the Supported Organization;

(b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Supported Organization consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or

(c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the Supported Organization.

ARTICLE XIV
Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

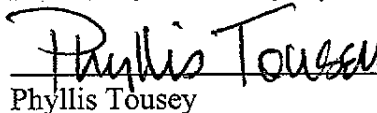
(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XV
Indemnification

The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 4 day of August, 1998, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



Phyllis Tousey

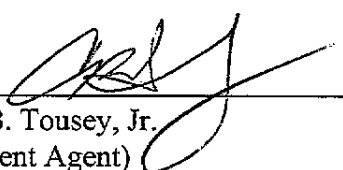
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That DUVAL COUNTY COALITION AGAINST TOBACCO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Clay B. Tousey, Jr., located at 1 Independent Drive, Suite 2600, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Clay B. Tousey, Jr.
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA