

N98000006435

PROFESSIONAL MANAGEMENT, INC.

August 6, 1999

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

000002958430--7
-08/12/99-01079-002
*****35.00 *****35.00

RE: Reidel C. Anthony Community Foundation, Inc.

Dear Sir/Madam:

BACKDATE to 12/14/99

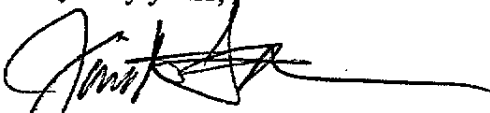
Please find enclosed *amended* Articles of Incorporation for Reidel C. Anthony Community Foundation, Inc. The original articles were filed in your office on November 10, 1998. I have also enclosed the requisite filing fee of \$35.00. At your convenience, please forward proof of filing.

As General Counsel of Professional Management, Inc., I serve as General Counsel and Board Secretary of Reidel C. Anthony Community Foundation, Inc. The following information is instructive:

James A. Franklin, Jr.
General Counsel & Board Secretary
914 Richland Street, A-200
Columbia, South Carolina 29201
Office: (803) 771-6000
Fax: (803) 771-4006
E-Mail: jfrankHBS1@aol.com

If you have any questions, please do not hesitate to contact me.

Very truly yours,



James A. Franklin, Jr.
General Counsel

JAF/msm
Enclosures

FILED
99 DEC 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
DEC 14/99



September 30, 1999

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

RE: Reidel C. Anthony Community Foundation, Inc.
Ref. Number N98000006435

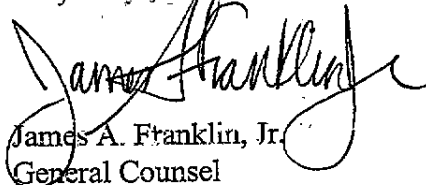
Dear Sir/Madam:

Please find enclosed the updated Amended Articles of Incorporation for the Reidel C. Anthony Community Foundation, Inc. (the "Foundation") in response to your letter (Number 899A00041655) dated August 18, 1999.

Please note that Mr. Clarence Anthony is, and has been, the only registered agent for the Foundation. Also, you should have already received the requisite \$35.00 amendment filing fee. Please forward confirmation of filing to me at the address listed below.

Thank you for your assistance and if you have any questions, please do not hesitate to contact me.

Very truly yours,


James A. Franklin, Jr.
General Counsel

/msc
Enclosure

RECEIVED
99 OCT -4 AM 7:24
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 11, 1999

JAMES A. FRANKLIN, JR.
914 RICHLAND ST., A-200
COLUMBIA, SC 29201

SUBJECT: REIDEL C. ANTHONY COMMUNITY FOUNDATION, INC.
Ref. Number: N98000006435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the electronic filing cover sheet.

In order to file your document, the subject entity must first be reinstated.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 199A00049025



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 18, 1999

JAMES A. FRANKLIN, JR.
914 RICHLAND STREET #A-200
COLUMBIA, SC 29201

SUBJECT: REIDEL C. ANTHONY COMMUNITY FOUNDATION, INC.
Ref. Number: N98000006435

We have received your document for REIDEL C. ANTHONY COMMUNITY FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

THERE MAY ONLY BE ONE REGISTERED AGENT. IF THE AGENT IS BEING CHANGED FROM CLARENCE ANTHONY TO REIDEL ANTHONY, PLEASE REMOVE THE WORD "INITIAL".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 899A00041655

STATE OF FLORIDA

Amended Articles of Incorporation

Reidel C. Anthony Community Foundation, Inc.

FILED
99 DEC 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of the corporation shall be:

Reidel C. Anthony Community Foundation, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be:

Post Office Box 23
300 S. East 3rd Avenue
South Bay, Florida 33493

Article III. Purposes

The specific purposes for which this corporation is organized are:

The corporation is organized as a non-profit charitable foundation dedicated to assisting organizations and individuals and enhancing the quality of the lives of disadvantaged children. This broad, benevolent purpose will be accomplished by contribution to those whose main purpose is aligned with the corporations. The purposes for which the Reidel C. Anthony Community Foundation is organized is exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persona, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance if Section 501(c)(3) purposes. No substantial part of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including 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, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Article IV. Manner of Election of Directors

The manner in which the Directors are elected or appointed is:

There shall not be less than Three (3) Directors of the corporation and no more than Nine (9) Directors. The number of Directors shall be set from time to time by a resolution of the Directors.

After the first meeting of the Members, the number of Directors of the Foundation shall not be less than five and not more than 15 as determined from time to time by the Foundation Board. At each annual meeting, the Members shall elect Directors to hold office until the next applicable annual meeting. Except as otherwise required by law or the Foundation's Articles of Incorporation any directorships not filled by the Members shall be treated as vacancies to be filled by and in the discretion of the Foundation Board. Each Director shall hold office for three years or until his earlier resignation, removal from office, death or incapacity and his successor shall be elected and qualified by the Members at the next applicable annual meeting. Directors must be natural persons but need not be residents of the State of Florida.

The Directors shall be divided into three groups to allow the Foundation Board to have staggered terms. Each group shall contain one third of the total number of Directors, as near as they may be. The terms of the Directors in the first group shall expire at the second annual meeting after their election; and the terms of the Directors in the third group shall expire at the third annual meeting after their election. At each annual Members' meeting held after the first meeting of the Members at which the Directors were elected, Directors shall be elected for a term of three years to succeed those Directors whose terms expire. Directors may be elected for successive terms. Any increase or decrease in the number of Directors shall be allocated among the groups of Directors so as to make their respective sizes after the increase or decrease as near as equal as may be.

Article V. Dissolution (As amended - July 21, 1999)

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government from exclusive public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or

unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article VI. The Amendments are hereby adopted by members effective July 26, 1999 and the number of votes cast in favor were sufficient for approval.

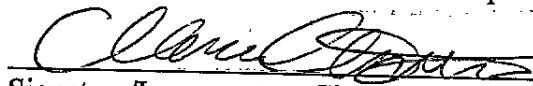
Article VI. Registered Agent & Street Address

The name and Florida street address of the registered agent is:

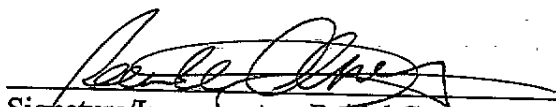
Clarence Anthony
Post Office Box 23
300 S. East 3rd Avenue
South Bay, Florida 33493

Article VII. Incorporator

The name and the address of the Incorporator to these Articles of Incorporation is:


Signature/Incorporator - Clarence Anthony
Chairman Post Office Box 23
300 S. East 3rd Avenue
South Bay, Florida 33493

July 27, 1999
Date


Signature/Incorporator - Reidel C. Anthony
12105 Clear Harbor Drive
Tampa, Florida 33626

July 27, 1999
Date

Article VII. Effective Date

The effective date of these Amended Articles of Incorporation is:

July 26, 1999

Having been named as the registered agent and to accept the service of process for the above stated corporation at the place designated in this certificate, I hereby accept this appointment as registered agent and I agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent- Clarence Anthony

July 27, 1999
Date