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November 10, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

We enclose the original and a photocopy of Articles of Incorporation of **American Charitable Funds of N.W. Fla., Inc.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$78.75 in payment of the required filing fees is enclosed herewith.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

By

Fletcher Fleming

FF/pfh
Enclosures

Ram Hammond GAVE
AUTHORIZATION BY PHONE TO
CORRECT *copy name + RAGAC*
DATE *11-19-98* *11-20*
DOC. EXAM *CB*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AMERICAN CHARITABLE FUNDS of N.W. FLA., INC.

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be **American Charitable Funds of N.W. FLA., INC.**

ARTICLE II

DURATION

The corporation shall have perpetual duration.

ARTICLE III

PURPOSE OF CORPORATION

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). The primary purpose for the formation of this corporation and the initial business to be conducted by the corporation, subject to the foregoing limitation, shall be to lessen the financial burden upon federal and state governmental bodies by generating funds for use in providing education, food and medical care for the poor.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV

CORPORATE POWERS

This corporation shall have all of the rights, powers, privileges, authority and immunities available to corporations not for profit under Chapter 617, Florida Statutes; provided, however, that such rights, powers, privileges and immunities shall be exercised exclusively for the fulfillment of the charitable, religious, educational and scientific purposes of the corporation.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE AND REGISTERED OFFICE

The address of the principal office of the corporation shall be 9th Floor, Seville Tower, 226 South Palafox Place, Pensacola, Florida 32501, and its mailing address shall be P. O. Box 1831, Pensacola, Florida 32598. The street address of the corporation's initial registered office is 9th Floor, Seville Tower, Pensacola, Florida 32501 and the name of its initial registered agent at this office is Robert C. Harrison, whose signature hereto constitutes his agreement to serve as registered agent and to accept service of process for the corporation at the place designated in this certificate and constitutes his certification that he is familiar with the provisions of all statutes relative to the proper and complete performance of his duties and that he accepts the obligations of his position as registered agent.

ARTICLE VI

MEMBERSHIP

The sole class of members of this corporation shall be its directors. The members of this corporation shall have no right,

title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member of the corporation, at any time. The members of this corporation shall not be subject to any dues or assessments.

ARTICLE VII

INCORPORATORS

The name and address of the initial member of this corporation who is the incorporator and subscriber to these articles is:

Robert C. Harrison
134 Kenilworth Road
Pensacola, Florida 32503

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors of not less than three (3) persons, the exact number of which shall be established by the By-laws of the corporation. The Board of Directors shall be elected at the annual meeting of the corporation in the manner provided in the By-laws. The initial Board of Directors which shall serve until their successors are elected and qualified are:

Robert C. Harrison
134 Kenilworth Road
Pensacola, Florida 32503

Howard E. Fletcher
2510 East Burgess Road
Pensacola, Florida 32504

Buford R. Creel
1238 Demeter Place
Pensacola, Florida 32506

ARTICLE IX

LIMITATION OF ACTIVITIES

Notwithstanding any other provisions of these articles, the

purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code. Therefore, the purposes, rights, powers, privileges, authority and immunities of this corporation shall be limited as follows:

(a) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office;

(b) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons or entities, 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 III hereof;

(c) The corporation shall not carry on any other activities which are 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which

are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

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 which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. If any of the assets of the corporation are not so disposed of, the Administrative Judge of the Circuit Court of Escambia County, Florida, shall dispose of such assets exclusively for such purposes or to such organization or organizations, as said Judge shall determine, are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS TO THESE ARTICLES AND TO CORPORATION'S BY-LAWS

These articles of incorporation shall be amended or rescinded and the by-laws of the corporation shall be made, amended or rescinded by a majority vote of the Board of Directors at a meeting duly called in accordance with the By-laws.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these articles of incorporation this 9th day of November, 1998.

Robert C. Harrison
ROBERT C. HARRISON, INCORPORATOR/
Registered Agent

STATE OF FLORIDA

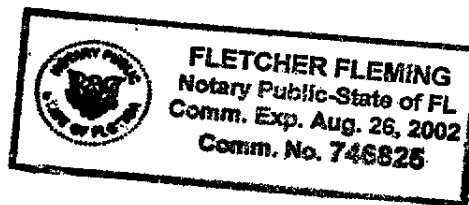
COUNTY OF ESCAMBIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT C. HARRISON, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9th day of November, 1998.

Fletcher Fleming
NOTARY PUBLIC

My commission expires: 8/27/2002



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA