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N 9900000 2136

March 28, 1999

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

000002827630--1  
-04/02/99--01020--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: John M. Gooding Foundation, Inc.

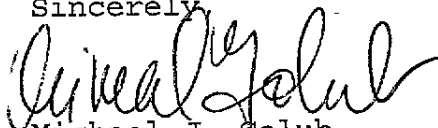
Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced non-profit corporation and one copy. Please file the Articles and send us a certified copy.

Also enclosed is a check in the amount of \$78.75 (\$70.00 to cover the filing fee and \$8.75 to cover the fee for a certified copy).

If you have any questions, please telephone the undersigned at (202) 785-8887. Thank you for your assistance.

Sincerely,

  
Michael J. Golub

MJG  
enclosures  
cc: Dr. John M. Gooding  
Stephen A. Bodzin, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SHARON

ARTICLES OF INCORPORATION

OF

JOHN M. GOODING FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is JOHN M. GOODING FOUNDATION, INC. and the initial principal address of the Corporation is 507 E. 3rd Street, Panama City, Florida 32401.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The purposes of the Corporation, a not-for-profit charitable organization, are to provide financial assistance to several different types of organizations which are exempt from federal income tax under Section 501(c)(3) or other provisions of the Internal Revenue Code of 1986, as amended. The Corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) or other provisions of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986,

as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V

The Corporation will have no members.

#### ARTICLE VI

The address, including street and number, of its initial registered office is 507 E. 3rd Street, Panama City, Florida 32401 and the name of its initial registered agent at such address is John M. Gooding.

#### ARTICLE VII

The Corporation shall have two classes of Directors: Class A Directors and Class B Directors.

The number of Class A Directors shall be at least one (1) and no more than three (3). The number of initial Class A Directors is one (1), and the name and address, including street and number of the person who is to serve as the initial Class A Director until the first annual meeting or until his successor or successors shall be elected and qualified are:

John M. Gooding  
507 E. 3rd Street  
Panama City, Florida 32401

The number of Class B Directors shall be at least one (1) and no more than three (3). The number of initial Class B Directors is two (2), and the name and address, including street and number of each person who is to serve as an initial Class B Director until the first annual meeting or until their successor or successors shall be elected and qualified are:

Brian K. Kradel  
801 E. 6th Street  
Panama City, Florida 32401

Rick Kuntz  
4164 Bay Point Road  
Panama City Beach, Florida 32411

The method of election of Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VIII

This Corporation is organized on a non-stock basis. The Corporation is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Corporation's president, who shall be responsible for the day-to-day operation of the Corporation. Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Class A Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X

The name and address, including street and number, of the incorporator is: John M. Gooding, 507 E. 3rd Street, Panama City, Florida 32401.

Date: 3/18, 1999

Incorporator:

  
John M. Gooding

[Seal]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this 18<sup>th</sup> day of MARCH, 1999,  
before me personally appeared JOHN M. GOODING, who is personally  
known to me or who has produced the identification identified  
below, who is the person described in and who executed the  
foregoing instrument, and who after being duly sworn says that  
the execution hereof is his free act and deed for the uses and  
purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary  
Public by my hand and official seal, the day and year last  
aforesaid.

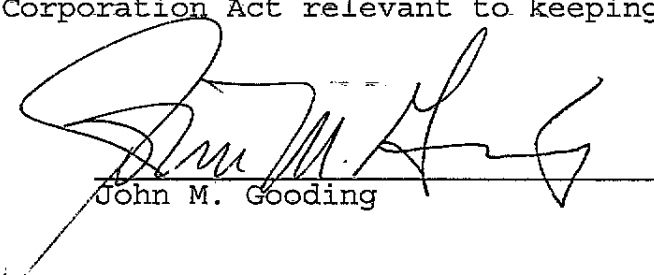
☒ To me personally known  
☐ Identified by Driver's License Number \_\_\_\_\_  
Issued by the State of \_\_\_\_\_.



Maxine Ramsey  
Notary Public  
Typed Name MAXINE RAMSEY  
My Commission Expires:  
Commission No.:  
State of \_\_\_\_\_

ACKNOWLEDGMENT OF REGISTERED AGENT

John M. Gooding, having been named in the Articles of  
Incorporation to accept service of process for John M. Gooding  
Foundation, Inc., at the place designated herein, hereby accepts  
and consents to act in this capacity and agrees to comply with  
the provisions of the Florida Corporation Act relevant to keeping  
open said office.

  
John M. Gooding