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FLORIDA NON-PROFIT CORPORATION
BERNARD F. AND MARY ANN POWELL FOUNDATION, INC

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BERNARD F. AND MARY ANN POWELL FOUNDATION, INC.
A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is BERNARD F. AND MARY ANN POWELL FOUNDATION, INC.. The mailing address of the corporation is: 1700 Gulf Boulevard, Belleair Shores, Florida 33786. The address of the corporation's principal office is: 1700 Gulf Boulevard, Belleair Shores, Florida 33786.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for religious, charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code").

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

Prepared By:

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3. 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 Code Section 501(c)(3) or by an organization's contributions to which are deductible under Code Section 170(c)(2).

4. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

5. Without in any way limiting the foregoing purposes, the Corporation shall be authorized to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions," as defined in Code Section 4942(g) or which qualify as a "set-aside," as described in Code Section 4942(h).

ARTICLE IV LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(c)(3) which is other than an organization described in Code Sections 509(a)(1), (2), (3) or (4).

Notwithstanding the foregoing, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to charitable organizations which would then qualify under the provisions of Code Section 501(c)(3) and the Treasury Regulations, as now they exist, or, as they may hereafter be amended.

ARTICLE VI
MEMBERS: DIRECTORS

1. The Corporation shall not have any members. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida. The term, voting rights, qualifications, procedures for election of directors shall be set forth in this Corporation's Bylaws.

3. The persons who shall serve until the first election of Directors are as follows:

	<u>Name</u>	<u>Address</u>
1.	Bernard Powell	1700 Gulf Boulevard, Belleair Shores, FL 33786
2.	Mary Ann Powell	1700 Gulf Boulevard, Belleair Shores, FL 33786
3.	Roger A. Larson	911 Chestnut Street, Clearwater, FL 33756

ARTICLE VII
OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The person who shall serve as officers until the first election of officers is as follows:

<u>Name</u>	<u>Office</u>
Bernard F. Powell	President; Secretary; Treasurer

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE X
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI
INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding

expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1700 Gulf Boulevard, Belleair Shores, Florida 33786, and the name of the initial registered agent of this Corporation at that address is Bernard Powell.



ARTICLE XIII
INCORPORATOR

The name and address of the person signing these Articles are:

Bernard F. Powell 1700 Gulf Boulevard, Belleair Shores, FL 33786

IN WITNESS WHEREOF, the undersigned have subscribed their names this 10th day of May, 1999, at Clearwater, Florida.

WITNESSES


BERNARD F. POWELL


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STATE OF FLORIDA)

COUNTY OF PINELLAS)

Subscribed and sworn to before me on this 10th day of May, 1999, by
BERNARD F. POWELL, who:

a (a) is personally known to me OR (b) who has produced
(type of identification) as identification.


(Signature of Notary Public)

(Print, Type or Stamp
Commissioned Name of Notary Public)

Date of Expiration and Number
of Commission:



Roger A. Larson
MY COMMISSION # CC524842 EXPIRES
January 28, 2000
BONDED THRU TROY FAH INSURANCE, INC.

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, BERNARD F. AND MARY ANN POWELL FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates BERNARD POWELL, located at 1700 Gulf Boulevard, Belleair Shores, Florida 33786, Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Bernard F. Powell
BERNARD F. POWELL

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