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July 6, 1999

VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

600002925136--4  
-07/07/99--01051--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Scott and Geneva Smith Family Foundation, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation, together with check in the amount of \$78.75 representing \$35 filing fee, \$35 registered agent fee and \$8.75 for a certified copy.

Please file with the Secretary of State's office, and wait for the certified copy and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara J. Coad*

Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

99 JUL -7 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

99 JUL -7 PM 12:12  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

OF

### SCOTT AND GENEVA SMITH FAMILY FOUNDATION, INC.

The undersigned, natural persons competent to contract, acting as Incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is SCOTT AND GENEVA SMITH FAMILY FOUNDATION, INC.

II.

The purposes for which the corporation is organized are as follows:

To operate exclusively for scientific, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, the provisions of grants and scholarships to worthy individuals.

No part of the net earnings of this corporation shall be distributed to or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation to effect one or more of its purposes).

No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons, including without limitation the provision of shelter, care and services for children.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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III.

The Board of Directors shall constitute the only members of the Corporation.

IV.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) persons. Directors other than the initial directors shall be appointed by a resolution adopted by a majority vote of the initial directors, and when applicable, their successor directors. Appointment of directors to succeed existing directors may be made prospectively and in such case the time or event at which appointment shall be effective shall be included in the resolution making such appointment.

V.

The corporation is to have perpetual existence.

VI.

The address of the initial registered office of the Corporation is 8155 S. Highway 17-92, Fern Park, Florida 32703, and the initial registered agent at that address is Scott P. Smith.

VII.

The address of the initial principal office of the Corporation is 8155 S. Highway 17-92, Fern Park, Florida 32703.

VIII.

The names and residences of the Incorporators hereto are:

<u>NAME</u>	<u>ADDRESS</u>
Scott P. Smith	8155 S. Highway 17-92 Fern Park, Florida 32703
Geneva J. Smith	8155 S. Highway 17-92 Fern Park, Florida 32703
Jamie Daniels	8155 S. Highway 17-92 Fern Park, Florida 32703

IX.

The names and addresses of the three (3) persons who are to serve as the first Board of Directors of the Corporation are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Scott P. Smith	8155 S. Highway 17-92 Fern Park, Florida 32703
Geneva J. Smith	8155 S. Highway 17-92 Fern Park, Florida 32703
Jamie Daniels	8155 S. Highway 17-92 Fern Park, Florida 32703

X.

The Directors by the affirmative vote of a majority of the then Directors may propose, amend or restate these Articles of Incorporation and may make, alter, or rescind By-Laws at any time by the affirmative vote of a majority of the then Directors.

XI.

This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, as the same may be amended (the "Act").

XII.

1. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 of 1986, or the corresponding provisions of any subsequent Federal tax laws, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws.

2. The corporation shall distribute its income for each taxable 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, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

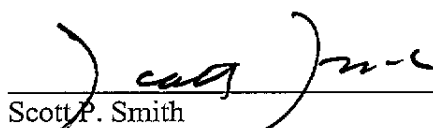
5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.


6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

### XIII.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, pursuant to procedures contained in the Act, distribute 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, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned have hereto subscribed their names and affixed their seal at Orlando, Florida, this 6 day of JULY, 1999.

  
\_\_\_\_\_  
Scott P. Smith

  
\_\_\_\_\_  
Geneva J. Smith

  
Print \_\_\_\_\_  
Jamie Daniels

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by SCOTT P. SMITH, who is personally known to me or who has produced N/A as identification.

My Commission Expires:



Barbara J Coad  
My Commission CC817155  
Expires April 23, 2003

Barbara J. Coad  
Print BARBARA J. COAD  
Notary Public

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by GENEVA J. SMITH, who is personally known to me or who has produced N/A as identification.

My Commission Expires:



Barbara J Coad  
My Commission CC817155  
Expires April 23, 2003

Barbara J. Coad  
Print BARBARA J. COAD  
Notary Public

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by JAMIE DANIELS, who is personally known to me or who has produced N/A as identification.

My Commission Expires:



Barbara J Coad  
My Commission CC817155  
Expires April 23, 2003

Barbara J. Coad  
Print BARBARA J. COAD  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for SCOTT AND GENEVA SMITH FAMILY FOUNDATION, INC., at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
\_\_\_\_\_  
Scott P. Smith

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA