

THE
SOUD
LAW FIRM

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WEBSITE
www.soudlaw.com

GENERAL TRIAL PRACTICE
INCLUDING:

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July 13, 1999

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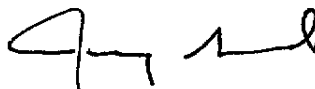
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Tonya Flynt Foundation Against Pornography And Sexual
Abuse, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 (filing fee and certified copy). If I may be of further assistance, please do not hesitate to contact me at The Soud Law Firm, The Blackstone Building, Suite L3, 233 East Bay Street, Jacksonville, FL 32202, (904) 353-9000.

Sincerely,



Jeffrey D. Soud

JDS/lag
Enclosures

FILED
99 JUL 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey D. Soud GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 7-23-99
DOC. EXAM WS

*7-23-99
WS*

Articles Of Incorporation

Of

THE-TONYA FLYNT FOUNDATION AGAINST PORNOGRAPHY AND
SEXUAL ABUSE, INC.

(A Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation for charitable purposes, under the provisions of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is The Tonya Flynt Foundation Against Pornography And Sexual Abuse , Inc.

ARTICLE II. TERM OF EXISTENCE

Section 1. Said organization is organized exclusively for charitable, religious, and educational 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 corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of the subscribers to these Articles of Incorporation and such other person as, from time to time hereafter, may become members, by a majority vote of the members of the corporation in the manner provided in the by-laws.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The Registered Office of this corporation shall be at the Blackstone Building, Suite L3, 233 East Bay Street, Jacksonville, Duval County Florida, or such other place as the membership may designate. Jeffrey D. Soud is the designated Registered Agent whose business office street address is the same as the Registered Office address.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by a board of Directors. The number of directors may be increased from time to time, by the by-laws, but shall never be less than then minimum required by Florida Law.

Section 2. The Directors may be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 4. The names and addresses of those persons who are to serve as Directors for the ensuing year, or until the next annual meeting of the corporation, are:

	Name	Address
1.	Tonya Flynt	P.O. Box 350328 Jacksonville, FL 32235
2.	Stephen M. Price	6910 Atlantic Blvd. Jacksonville, FL 32211
3.	Jeffrey D. Soud	233 East Bay Street, Suite L3 Jacksonville, FL 32202

ARTICLE VI. INCORPORATORS

The names and addresses of the Incorporators are:

	Name	Address
1.	Tonya Flynt	P.O. Box 350328 Jacksonville, FL 32235
2.	Stephen M. Price	6910 Atlantic Blvd. Jacksonville, FL 32211
3.	Jeffrey D. Soud	233 East Bay Street, Suite L3 Jacksonville, FL 32202

ARTICLE VII. BY-LAWS

Section 1. The membership of this corporation may provide such by-laws for the conduct of its business and the carrying of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a vote of those members present at any regular meeting or any special meeting called for that purposes as provided herein.

ARTICLE VIII. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at any special meeting of the membership called for that purpose, by a majority of those present.

Section 2. The Articles of Incorporation may also be amended at a regular meeting of the membership upon notice given, as provided in the by-laws, of intention to submit such amendment.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of this corporation all of its assets and properties shall be distributed and paid over to organizations exempt from federal income tax under the provisions of the Internal Revenue Code as they now exist or may hereafter be amended, changed, modified, or supplemented.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have herein set our hands and seals, this 1st day of ~~May~~^{July}, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Lee Ann Gutierrez
Witness

DM
Witness

Lee Ann Gutierrez
Witness

DM
Witness

Lee Ann Gutierrez
Witness

DM
Witness

Tonya Flynt
Tonya Flynt

Stephen M. Price
Stephen M. Price

Jeffrey D. Soud
Jeffrey D. Soud

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said act:

That The Tonya Flynt Foundation Against Pornography And Sexual Abuse, Inc. desirous to organize under the laws of the State of Florida, with its principle office, as indicated in its Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named Jeffrey D. Soud, Esquire, located at the Blackstone Building, Suite L3, 233 East Bay Street, Jacksonville, Florida 32202, as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I, Jeffrey D. Soud, hereby accept to act in this capacity and agree to comply with the provision of the Florida General Corporation Act relative to such.


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA