



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pujat

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CUSTOMER NO: 138285A

CUSTOMER: Bruce J. Sperry, Esq
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1003 S. Alexander Street
Plant City, FL 33566

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DOMESTIC FILING

NAME: THE R. TOM POPPELL FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

EXAMINER'S INITIALS:

PH 8/5/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE R. TOM POPPELL FOUNDATION, INC.
a non-profit Florida corporation

(Pursuant to s. 617.0202, Florida Statutes.)

The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. Name. The name of this corporation is THE R. TOM POPPELL FOUNDATION, INC.. The duration of the corporation shall be perpetual.
2. Tax-Exempt Status. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. Tax-Exempt Status for Educational Association. This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.
4. Initial Objectives. The specific charitable, scientific, literary, and educational objectives of this corporation are:
 - a. To provide college and other educational scholarships to qualified individuals.
5. Powers. In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

k. To hold meetings, lectures, and other educational, business, and social programs,

to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

m. To establish terms and conditions of membership in the corporation.

n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. Non-Profit Status. This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. Classes of Membership. The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. Registered Agent. This corporation appoints MARK POPPELL - 503 MARTIN LUTHER KING, JR. BOULEVARD, PLANT CITY, FLORIDA, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

9. Known Place of Business. The known place of business of the corporation shall be: 503 MARTIN LUTHER KING, JR. BOULEVARD, PLANT CITY, FLORIDA and at such other places as from time to time may be selected by the Board of Directors.

10. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

MARK POPPELL - 2703 LAUREL OAK DRIVE, PLANT CITY, FLORIDA

JON POPPELL - 511 TRAPNELL ROAD EAST, PLANT CITY, FLORIDA

DEAN ROBERTS - 2315 SPRUCEWOOD LANE, PLANT CITY, FLORIDA

BILLY C. McDANIEL, JR. - 611 SOUTH COLLINS STREET, PLANT CITY, FLORIDA

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. Incorporators. The names and addresses of the undersigned incorporators are:

JON POPPELL
511 TRAPNELL ROAD EAST
PLANT CITY, FLORIDA

DEAN ROBERTS
2315 SPRUCEWOOD LANE
PLANT CITY, FLORIDA

MARK POPPELL
2703 LAUREL OAK DRIVE
PLANT CITY, FLORIDA

BILLY C. McDANIEL, JR.
611 SOUTH COLLINS AVENUE
PLANT CITY, FLORIDA

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

12. Indemnification of Officers, Directors, Employees, and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this

corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

14. The Corporation will not commence business until it attains a fund balance of at least one thousand dollars (\$1,000.00).

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation this date: _____

Jon Poppele
JON POPPELL
Dean Roberts
DEAN ROBERTS

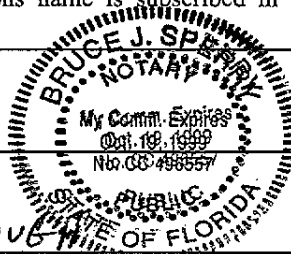
Mark Poppele
MARK POPPELL
William McDaniel, Jr.
WILLIAM McDANIEL, JR.

STATE OF Florida
COUNTY OF Hillsborough

SS. Date of this Acknowledgment
7-26-99

Acknowledgment. On this date before me a Notary Public, personally appeared JON POPPELL Known to be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this persons name is subscribed in a representative capacity, it is for the principle named and in the capacity indicated.

Notary Expiration Date
Oct. 19, 1999



Signature of Notary Public
Bruce J. Speck
SS. Date of this Acknowledgment
7-13-99

STATE OF Florida
COUNTY OF Hillsborough

Acknowledgment. On this date before me a Notary Public, personally appeared MARK POPPELL Known to be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this persons name is subscribed in a representative capacity, it is for the principle named and in the capacity indicated.

Notary Expiration Date
Aug. 13, 2002



BARBARA BARTLETT
COMMISSION # CC762633
EXPIRES AUG 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY

Signature of Notary Public
Barbara Bartlett
SS. Date of this Acknowledgment
7-13-99

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Acknowledgment. On this date before me a Notary Public, personally appeared DEAN ROBERTS Known to be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this persons name is subscribed in a representative capacity, it is for the principle named and in the capacity indicated.

Notary Expiration Date
Aug. 13, 2002



BARBARA BARTLETT
COMMISSION # CC762633
EXPIRES AUG 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY

Signature of Notary Public
Barbara Bartlett
SS. Date of this Acknowledgment
7-26-99

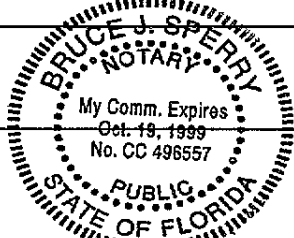
STATE OF Hillsborough Florida
COUNTY OF Hillsborough

Acknowledgment. On this date before me a Notary Public, personally appeared WILLIAM McDANIEL, Known to Billy C. Jr.

be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this persons name is subscribed in a representative capacity, it is for the principle named and in the capacity indicated.

Notary Expiration Date

Oct. 19, 1999



Signature of Notary Public

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ACCEPTANCE BY REGISTERED AGENT

MARK POPPELL - 503 MARTIN LUTHER KING, JR. BOULEVARD, PLANT CITY, FLORIDA who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of THE R. TOM POPPELL FOUNDATION, INC., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA