

N9900000684



THE UNITED STATES
CORPORATION
COMPANY

FILED
99 NOV 17 AM 8:52

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 485650 4379142

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 17, 1999

ORDER TIME : 4:07 PM

ORDER NO. : 485650-005

CUSTOMER NO: 4379142

CUSTOMER: John L. Boling, Esq
BOLING & MCCART
BOLING & MCCART
Suite 555
1000 Riverside Avenue
Jacksonville, FL 32204

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-11/18/99-01001--025
*****78.75 *****78.75

DOMESTIC FILING

NAME: KOGER GALLERY AND GARDENS,
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: Erika Carlson

EXAMINER'S INITIALS:

~~WGS-2658~~
PM 11/22/99

RECEIVED
99 NOV 17 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 18, 1999

CSC NETWORKS

RESUBMIT

Please give original

submission date as file date.

SUBJECT: KOGER GALLERY AND GARDENS, INC.

Ref. Number: W99000026552

We have received your document for KOGER GALLERY AND GARDENS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 299A00055339

RECEIVED
99 NOV 19 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KOGER GALLERY AND GARDENS, INC.

FILED
99 NOV 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is KOGER GALLERY AND GARDENS, INC. and the mailing address is 4160 Boulevard Center Drive, Jacksonville, Florida 32207.

ARTICLE II - EXEMPT STATUS

This corporation is constituted so as to attract substantial support from contributions directly or indirectly from a representative number of persons in the community in which it operates, has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of this corporation is or shall ever be distributable to or shall ever inure to the benefit of its directors, officers or members except to the extent permitted under Chapter 617, Florida Statutes, the Not for Profit Corporation Law of the State of Florida. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation 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 these Articles, this corporation shall not carry on any 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, as amended, (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - DURATION

This corporation is to exist perpetually.

ARTICLE IV - PURPOSE

The purpose for which this corporation is formed are for charitable, scientific, literary and educational purposes within the meaning and intent of Section 501(c)(3) and Section 170(c)(2) of the Code, and in this connection, to increase cooperation among and advancement of artists and students of the arts, sculptors, and all others engaged in artistic and educational activities; to promote the study, improvement and advancement of the arts generally; and to otherwise enhance the cultural environment of the community.

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and 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 thereof.

No substantial part of the activities of the 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 Code, or corresponding section of any future federal tax code, or (b) by

an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

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 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 having proper jurisdiction 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.

ARTICLE V - MEMBERS

This corporation is a corporation not for profit as defined in Chapter 617, Florida Statutes, the Not for Profit Corporation Law of the State of Florida, and is a non-stock corporation as provided thereunder. This corporation shall allow the admission of members thereof and the Board of Directors is granted the authority, in its sole discretion, but shall not be required, to establish classes of membership, provide for and limit voting rights to one or more of such classes, establish qualifications

for admission to membership and to determine such membership fees as shall be required for the maintenance of membership, and to determine the rights and privileges accorded to each class of membership.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4160 Boulevard Center Drive, Jacksonville, Florida 32207, and the name of the initial registered agent is Donald A. Padgett.

ARTICLE VII - LIMITATION ON ACTIVITIES

Nothing herein shall authorize this corporation directly or indirectly to engage in or include among its purposes any of the activities prohibited under Chapter 617, Florida Statutes, the Not for Profit Corporation Law of the State of Florida.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than three

(3). The names and addresses of the initial directors of this corporation are:

IRA M. KOGER	4160 Boulevard Center Drive Jacksonville, Florida 32207
NANCY T. KOGER	4160 Boulevard Center Drive Jacksonville, Florida 32207
DONALD A. PADGETT	3740 St. Johns Bluff Road, Suite 5 Jacksonville, Florida 32224

ARTICLE IX - SUBSCRIBER

The name and address of the subscriber to these Articles is:

DONALD A. PADGETT	3740 St. Johns Bluff Road, Suite 5 Jacksonville, Florida 32224
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ARTICLE X - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of this corporation, all of the remaining assets and property of the corporation shall, after the payment of the necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) and/or Section 170(c)(2) of the Code, and no such distribution shall inure to the benefit of any member, director or officer of this corporation.

ARTICLE XI - INCOME AND DISTRIBUTION

No part of the income of this corporation shall inure to the benefit of any member, director or officer of this corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in conformity with one or more of its stated purposes), and no member, director or officer of this corporation or any private individual shall be entitled to share in any distribution of the corporate assets at any time.

ARTICLE XII - INDEMNITY

This corporation shall indemnify any director, officer or employee or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties. The Corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee

composed of the directors of the Corporation not involved in the matter in controversy (whether or not a quorum) that it was to the best interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under the laws of the State of Florida, the by-laws, any formal agreement, vote of the members, or otherwise.

ARTICLE XIII - AMENDMENT AND BY-LAWS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, which right shall be exercised by the majority vote of the Board of Directors, provided that no such amendment shall jeopardize in any way this corporation's status as a corporation not for profit under the laws of the State of Florida nor its status as a tax exempt organization under Sections 501(c)(3) and/or 170(c)(2) of the Code.

The initial by-laws of this corporation shall be adopted by the Board of Directors. The by-laws may be repealed or amended from time to time by the Board of Directors. The manner in which the directors shall be elected shall be stated in the by-laws.

ARTICLE XIV - MISCELLANEOUS

Membership in this corporation shall not be required to make any person eligible to hold office either as an officer, director, or employee of this corporation.

Any member present at any meeting of the membership either in person or by proxy or any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make specific objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provision in its sole discretion for reasonable compensation to members of the Board of Directors for their services as directors, to the officers of this corporation, and to any employee of this corporation, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form as provided herein.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation on the 15 day of
November, 1999.



DONALD A. PADGETT

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared DONALD A. PADGETT, who is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of November, 1999.

Flora B. Horne
Notary Public, State of Florida
at Large

My Commission Expires **FLORA B. HORNE**
 Notary Public, State of Florida
My comm. expires Oct. 10, 2003
Comm. No. CC 878492

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

FILED
99 NOV 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

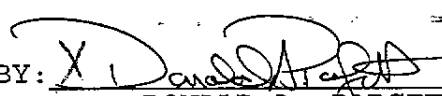
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That KOGER GALLERY AND GARDENS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named DONALD A. PADGETT, located at 4160 Boulevard Center Drive, Jacksonville, Florida 32207, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: X


DONALD A. PADGETT
(Resident Agent)