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FLORIDA NON-PROFIT CORPORATION

William and Carol Boykin Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

WILLIAM AND CAROL BOYKIN FOUNDATION, INC.
(A Corporation Not For Profit)

ARTICLE I

Name and Principal Address

The name and principal address of this corporation is WILLIAM AND CAROL BOYKIN FOUNDATION, INC., 394 Rosemeade Lane, Naples, FL 33999 (the "Corporation")

ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation. The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, operating as a charitable foundation by holding, investing and administering assets received as charitable gifts, bequests and contributions and using

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such assets or the income therefrom to make grants to organizations operated exclusively for such purposes that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code").

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 not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and/or

(c) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

ARTICLE IV

Qualification of Members

The members of this Corporation are William Boykin and Carol Boykin (hereafter the "Designated Members"). The Bylaws may make additional provisions with regard to the members of the Corporation. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members

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of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

Incorporators

The name and residence of the incorporator is

Joel Sharp
SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, Florida 32801-3432

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	William Boykin 394 Rosemeade Lane Naples, FL 33999
Treasurer/Secretary	Carol Boykin 394 Rosemeade Lane Naples, FL 33999

Section 3 The officers shall be elected at the annual meeting of the Board of

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Directors or as provided in the Bylaws.

ARTICLE VII

Board of Directors

Section 1. The number of directors of the Corporation shall be three, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
William Boykin	394 Rosemeade Lane Naples, FL 33999
Carol Boykin	394 Rosemeade Lane Naples, FL 33999
J. Howard Black	5125 Kensington High Street Naples, FL 34105

ARTICLE IX

Bylaws

Section 1 At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

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Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

ARTICLE X

Amendments

These Articles may be amended from time to time, or Amended Articles of Incorporation may be adopted, by unanimous written action of the members; provided, however, if no Designated Members are members, the Articles of Incorporation of the Corporation then in effect may not be amended except to the extent necessary to maintain the Corporation's status as a tax exempt organization described in Section 501(c)(3) of the Code or as a not for profit corporation under the laws of the State of Florida.

ARTICLE XI

Registered Agent Name and Location

The street address of the initial registered office of this corporation shall be at 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange, State of Florida, and the name of the original registered agent at that address shall be A.G.C. Co.

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ARTICLE X

Tax Exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, except the Corporation 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 Article II 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 Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding anything to the contrary hereinbefore contained:

(a) 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 Code;

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(b) the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

(c) the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE XIII

Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. Corporation may provide in its Bylaws for the holding of additional regular meetings and any special the meetings, and shall provide notice of all such meetings.

ARTICLE XIV

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, religious or scientific purposes to "qualified" organizations in accordance with the final distribution list last approved

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by the Designated Members or the survivor of them. An organization shall be deemed to be a "qualified" organization for purposes of this Article SEVENTH only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XV

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 21 day of December, 1999, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.




Joel Sharp

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STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

Before me, a Notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Joel Sharp, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 21 day of December, 1999.


(Notary Signature)

(NOTARY SEAL)

ANNE B. SKAGGS
(Notary Name Printed)
NOTARY PUBLIC
Commission No. 00669525



Anne B. Skaggs
MY COMMISSION # 00669525 EXPIRES
August 21, 2001
BONDED THRU TROY PAUL INSURANCE, INC

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That William and Carol Boykin Foundation, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, Florida Statutes.

William and Carol Boykin Foundation, Inc.

By: 

As its: Kenneth C. Wright, as
Vice President of A.G.C. Co.

DATED: December 21, 1999