

**ARTICLES OF INCORPORATION OF
FRIENDS OF ST. JOHN'S CEMETERY FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is Friends of St. John's Cemetery Foundation, Inc., and the principal office and mailing address of the corporation is 1960 Seville Drive, Pensacola, Florida 32503.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To restore and preserve the historic St. John's Cemetery in Pensacola, Florida, by the creation of a Community Education and Research center in the existing cemetery office and chapel, the education and research center will seek to increase public awareness as to the historical and educational value of St. John's Historic Cemetery and to sponsor events at the location to forward these goals.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(d) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) 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.

(f) 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.

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

(h) 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.

(i) 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.

(j) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist at all times of the members of the Board of Trustees as provided for herein, then in office, and their successors. Additional persons shall be qualified to become members as described in the Bylaws.

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

This corporation shall have perpetual existence. The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE V - INCORPORATORS AND TRUSTEES

The name and address of the incorporator to these Articles of Incorporation and the names and addresses of the initial trustees of the corporation are as follows:

Ted Nickinson -Incorporator/Trustee
1960 Seville Drive
Pensacola, FL 32503

Jack Fleming - Trustee
4010 Menendez Drive
Pensacola, FL 32503

Scott A. Remington - Trustee
125 W. Romana Street, Suite 800
Pensacola, Florida 32501

ARTICLE VI - OFFICERS

The corporation shall have officers consisting of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Trustees of the corporation shall in its discretion

determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees.

The names of the officers who are to manage all affairs of this corporation until the first election are:

President: Ted Nickinson

Vice President: Jack Fleming

Secretary/Treasurer: Scott A. Remington

ARTICLE VII - BOARD OF TRUSTEES

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The trustees shall be elected at the annual meeting of the corporation with the method of election as stated in the bylaws of the corporation. The trustees shall have full power to elect trustees to fill vacancies in office, or to fill the office of any trustee who may resign, die, become disabled, or refuse to act. The majority vote of the trustees in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have three (3) trustees initially. The number of trustees may be either increased or diminished from time to time by the bylaws but shall never be less than three (3).

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the trustees and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

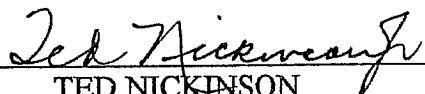
Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed, in the manner determined by the Trustees of the corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 1960 Seville Drive, Pensacola, Florida 32503, and the name of the registered agent of this corporation at that address shall be Ted Nickinson.

IN WITNESS WHEREOF, I, the undersigned incorporator of Friends of St. John's Cemetery, Inc. have signed these Articles of Incorporation for the purpose of forming this corporation not for profit under the laws of the State of Florida.



TED NICKINSON
Incorporator

Date: August 26, 2002

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Friend's of St. John's Cemetery, Inc. Further, I am familiar with and accept the duties and obligations of such designation.



TED NICKINSON