

**ARTICLES OF INCORPORATION
OF
BAPTIST TOWERS FOUNDATION, INC.**

The Undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Baptist Towers Foundation, Inc. The street and mailing address of the principal office of the Corporation is 1400 Le Baron Avenue, Jacksonville, Florida, 32207.

ARTICLE 2.0 PURPOSE

This Corporation is formed to be an organization exempt from federal income tax under Section 509(a)(3) of the Internal Revenue Code and for such purposes is organized and will be operated exclusively for the benefit of, to perform the functions of and carry out the purposes of Baptist Towers of Jacksonville, Inc., a Florida non-profit corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3.0 ELECTION OF DIRECTORS

The Board of Directors shall contain a minimum of three (3) members. The Board of Directors shall be the governing body of Baptist Towers Foundation, Inc. All members of the Board of Directors shall be elected by majority vote of the Board of Directors of Baptist Towers of Jacksonville, Inc. Each member of the Board of Directors shall serve until the earlier of his or her resignation, removal from office or for a term of three (3) years. The term of the initial members of the Board of Directors may be less than or greater than three (3) years so that the entire membership of the Board of Directors shall serve for staggered terms.

ARTICLE 4.0 LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are not limited by Section 617.0302 of the Florida Statutes but the Corporation shall not exercise any power or conduct any activity not permitted by a Corporation exempt from federal income tax under Section 509(a)(3) of the Internal Revenue Code.

ARTICLE 5.0 PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 2.0 hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 509(a)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 6.0 DISTRIBUTION OF ASSETS UPON FINAL LIQUIDATION

Upon the dissolution of the Corporation, assets shall be distributed to Baptist Towers of Jacksonville, Inc., provided such organization is still exempt from tax and operating for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or in default thereof assets shall be distributed for one or more exempt purposes as provided in Article 2.0 of the amended Bylaws of Baptist Towers of Jacksonville, Inc. as in effect on the date of the incorporation of this Corporation and further provided that the assets are distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction located in the county in which the principal office of the Corporation 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 the purposes provided herein.

ARTICLE 7.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 8.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law 7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 9.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them by majority action of the Board of Directors and approval by a majority action of the Board of Directors of Baptist Towers of Jacksonville, Inc.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 1st day of May, 2000.

Todd Watson, Attorney at Law, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 1st day of May, 2000, by Todd Watson, Attorney at Law, as Incorporator for Baptist Towers Foundation, Inc. He is personally known to me.

Signature of Notary Public
Notary's Seal:

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Todd Watson, Attorney at Law
Registered Agent
Date: May 1, 2000