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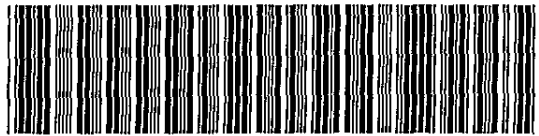
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TALLAHASSEE, FL

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*g/1/14*



**Buchanan Ingersoll**  
ATTORNEYS

January 9, 2003

**PRINCIPAL LOCATIONS**

- PHILADELPHIA
- PITTSBURGH
- PRINCETON
- LONDON
- MIAMI
- BUFFALO
- NEW YORK CITY
- HARRISBURG
- TAMPA
- WASHINGTON, DC

VIA FEDERAL EXPRESS

Florida Dept. of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Florida Philanthropic Network, Inc. Kindly file this document of record at your first opportunity and return a date stamped copy to me as evidence of filing.

Also enclosed is a check made payable to "Department of State" in the amount of \$78.75 to cover the appropriate filing fee (including certification).

Please do not hesitate to contact me with any questions. Thanks for your assistance.

Very truly yours,

Dale S. Webber

Enclosures

cc: Alma Ayala (w/out enclosures)

**ARTICLES OF INCORPORATION  
OF  
FLORIDA PHILANTHROPIC NETWORK, INC.**

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Florida Philanthropic Network, Inc. (the "Corporation"). The street address of the initial principal office and the mailing address of the Corporation is 550 North Reo Street, Suite 300, Tampa, Florida 33609.

**ARTICLE II. TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual.

**ARTICLE III. PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include the following:

- (a) to organize and promote charitable and philanthropic activities within the State of Florida;
- (b) to facilitate communication and encourage cooperation among government, businesses, and nonprofit foundations and organizations to promote the best interests of the people of the State of Florida; and
- (c) to promote informed decision-making in the public and private sectors on critical public policy issues facing the people of the State of Florida.

**ARTICLE IV. POWERS**

Except as may be limited by these Articles of Incorporation, the Corporation shall have and may exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

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SECRETARY J. STINE  
TALLAHASSEE, FLORIDA

## **ARTICLE V. LIMITATIONS ON ACTIVITIES**

The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes. 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE VI. MEMBERSHIP**

The Corporation shall have no members.

## **ARTICLE VII. BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by and under the direction of its Board of Directors, subject to the limitations set forth in these Articles of Incorporation and the Bylaws of the Corporation. The Directors of the Corporation shall be appointed in the manner set forth in the Bylaws of the Corporation.

The Corporation shall have seven (7) Directors initially. The number of Directors may be increased or decreased from time to time as specified in the Bylaws of the Corporation. Directors shall serve office until their respective successors are duly appointed and qualified. The Directors of the Corporation shall serve in an ex-officio capacity with vote by virtue of their status as officers or authorized representatives of the respective charitable organizations referenced below. The name and address of each initial Director of the Corporation and the charitable organizations that they represent on this Corporation's Board are as follows:

Joanne O. Lighter  
President/CEO  
Allegany Franciscan Foundation,  
Tampa Bay, Inc.  
19329 U.S. Highway 19 North  
Suite 100  
Clearwater, FL 33764

David Odahowski  
President/CEO  
Edyth Bush Charitable Foundation  
199 E. Welbourne Avenue  
Winter Park, FL 32790

Ruth Shack  
President  
Dade Community Foundation  
200 S. Biscayne Blvd.  
Suite 505  
Miami, FL 33131

David Harris  
Florida Director of the John D. and Catherine  
T. MacArthur Foundation  
550 Heritage Drive  
Suite 160  
Jupiter, FL 33458

Dr. Steven Marcus  
President  
Health Foundation of South Florida  
601 Brickell Key Drive  
Suite 901  
Miami, FL 33131

Hodding Carter  
President/CEO  
John S. and James L. Knight Foundation  
One Biscayne Tower, Suite 3800  
Two South Biscayne Blvd.  
Miami, FL 33131

Sherry Magill  
President  
Jessie Ball duPont Fund  
One Independent Drive  
Suite 1400  
Jacksonville, FL 32202

#### **ARTICLE VIII. REGISTERED AGENT AND OFFICE**

The street address of the Corporation's registered office and the registered agent at that address are:

Alma Ayala, Executive Director  
550 North Reo Street, Suite 300  
Tampa, Florida 33609

#### **ARTICLE IX. INCORPORATORS**

The names and addresses of the incorporators are:

Joanne O. Lighter  
President/CEO  
Allegany Franciscan Foundation,  
Tampa Bay, Inc.  
19329 U.S. Highway 19 North  
Suite 100  
Clearwater, FL 33764

David Odahowski  
President/CEO  
Edyth Bush Charitable Foundation  
199 E. Welbourne Avenue  
Winter Park, FL 32790

Ruth Shack  
President  
Dade Community Foundation  
200 S. Biscayne Blvd.  
Suite 505  
Miami, FL 33131

Dr. Steven Marcus  
President  
Health Foundation of South Florida  
601 Brickell Key Drive  
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Miami, FL 33131

Hodding Carter  
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John S. and James L. Knight Foundation  
One Biscayne Tower, Suite 3800  
Two South Biscayne Blvd.  
Miami, FL 33131

Sherry Magill  
President  
Jessie Ball duPont Fund  
One Independent Drive  
Suite 1400  
Jacksonville, FL 32202

#### **ARTICLE X. DISSOLUTION**

Upon the dissolution and final liquidation of the Corporation, after paying or making provision for payment of all its known debts, obligations, and liabilities, and after returning, transferring, or conveying assets held by the Corporation conditional upon their return, transfer, or conveyance upon dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed to such organization or organizations, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, subject to any approvals or other limitations described in these Articles of Incorporation, the Bylaws of the Corporation or the Florida Not For Profit Corporation Act (or corresponding successor legislation). Any assets not so disposed of shall be disposed of by order of a court of competent jurisdiction exclusively to one or more corporations, trusts, funds, or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any assets of the Corporation upon dissolution of the Corporation.

#### **ARTICLE XI. INDEMNIFICATION**

Except as provided in Section 617.0834 of the Florida Not For Profit Corporation Act regarding immunity against liability, the Corporation shall provide indemnification as follows:

(a) The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her

conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall have power to indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (a) or subsection (b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under subsection (a) or subsection (b), unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a) or subsection (b). Such determination shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

(ii) If such a quorum is not obtainable or, even if obtainable, then by majority vote of a committee, which has been duly designated by the Board of Directors (in which Directors who are parties may participate in the committee designation), consisting solely of two (2) or more Directors not at the time parties to the proceeding; or

(iii) By independent legal counsel:

(A) Selected by the Board of Directors in the manner prescribed in paragraph (d)(i) or the committee in the manner prescribed in paragraph (d)(ii); or

(B) If a quorum of the Directors cannot be obtained for paragraph (d)(i) and the committee cannot be designated under paragraph (d)(ii), then such counsel shall be selected by majority vote of the full Board of Directors (in which Directors who are parties may participate).

(e) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible.

(f) Expenses incurred by an Officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of a written undertaking by such Director or Officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

(g) The indemnification and advancement of expenses provided pursuant to this section shall not be exclusive of any other or further indemnification or advancement of expenses available to Directors, Officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any Director, Officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(i) A violation of the criminal law, unless the Director, Officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(ii) A transaction from which the Director, Officer, employee, or agent derived an improper personal benefit;

(iii) In the case of a Director, a circumstance under which the liability provisions of Section 617.0834 of the Florida Not For Profit Corporation Act are applicable; or

(iv) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

(h) Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.



(i) For purposes of this Article XI only, the term "Corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as he or she would have been with respect to such constituent corporation if its separate existence had continued.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article.

#### **ARTICLE XII. AMENDMENTS**

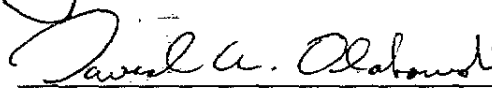
These Articles of Incorporation may be amended in the manner provided by the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation on this 7<sup>th</sup> day of January, 2003.

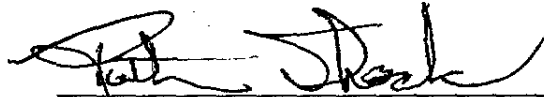
**FLORIDA PHILANTHROPIC NETWORK, INC.**



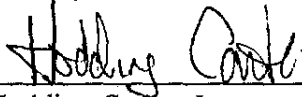
Joanne O. Lighter, Incorporator



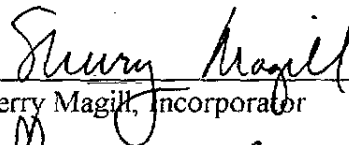
David Odahowski, Incorporator



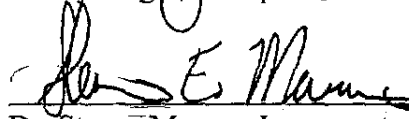
Ruth Shack, Incorporator



Hodding Carter, Incorporator



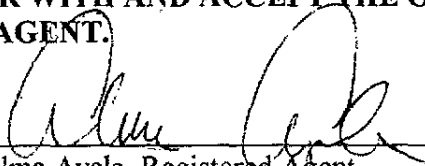
Sherry Magill, Incorporator



Dr. Steven Marcus, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR FLORIDA PHILANTHROPIC NETWORK, INC. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I 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.**

  
Alma Ayala, Registered Agent

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