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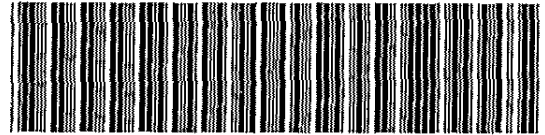
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STATE OF FLORIDA

T. Hampton JUN 07 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Peace River Cooperative Charitable
Foundation, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation

of

Peace River Cooperative Charitable Foundation, Inc.

a Florida corporation not for profit

Peace River Electric Cooperative, Inc.
Glades Electric Cooperative, Inc.
Post Office Box 519
Moore Haven, Florida 33471
Phone: (863) 773-4116
800-282-3824
Fax (863) 773-3737

Prepared by:
Andrew B. Jackson
Attorney at Law
(150 North Commerce Ave.)
P. O. Box 2025
Sebring, FL 33871-2025
Phone: (863) 382-3686
Fax: (863) 382-1509

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of

**PEACE RIVER COOPERATIVE
CHARITABLE FOUNDATION, INC.**
A Florida Corporation Not for Profit

ARTICLE ONE
NAME

The complete legal name of the Corporation is: **PEACE RIVER COOPERATIVE CHARITABLE FOUNDATION, INC.**, a Florida Corporation Not for Profit, whose mailing address is: Post Office Box 13310 (physical address: 1499 U.S. Highway 17 North), Wauchula, Florida 33873.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual. The Corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE THREE
PURPOSE

The purpose for which the Corporation is organized is to accumulate and distribute funds for charitable and educational purposes in the service area of PEACE RIVER ELECTRIC COOPERATIVE, INC. and surrounding communities.

a) The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

b) 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 make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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© (3) of the Internal Revenue 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 Internal Revenue Code, or corresponding section of any future federal tax code.

c) 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 Internal Revenue 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.”

ARTICLE FOUR DIRECTORS

There shall be nine (9) members of the initial Board of Directors of the Corporation, who will serve until the first election of Directors. The Board of Directors shall be elected as provided in the Bylaws. The names and addresses of the initial Directors are as follows:

- | | | |
|----|-------------------------|---|
| 1. | Paul Samuels | Post Office Box 185
Bowling Green, Florida 33834 |
| 2. | Marie Dasher | Post Office Box 723
Wauchula, Florida 33873 |
| 3. | Bruce Vickers | Post Office Box 42
Kenansville, Florida 34739 |
| 4. | Hollis Albritton, Jr. | 9057 NE Highway 17
Arcadia, Florida 34266 |
| 5. | William E. “Bill” Hodge | 754 Summer Road
Wauchula, Florida 33873 |
| 6. | James Haskins | 9304 Forrester Drive
Bradenton, Florida 34202 |
| 7. | Julian Tharp | Post Office Box 7491
Indian Lake Estates, Florida 33855-7491 |

8. Lorraine Rings 6710 Ellenton-Gillette Road, Lot 76
Palmetto, Florida 34221-8641
9. Dale Brown 2130 Jackson Road South
Ft. Meade, Florida 33841-9557

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at: 1499 U.S. Highway 17 North, Wauchula, Florida 33873.

The initial registered agent of the Corporation shall be: Andrew B. Jackson, Esquire, 150 North Commerce Avenue, Sebring, Florida 33870-3201.

ARTICLE SIX
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

The purpose for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

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 Three 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 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170©(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes, within the meaning of section 501 (c) (3) of the Internal Revenue 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 so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusive for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SEVEN
MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the following qualifications: as set forth in the Bylaws.

ARTICLE EIGHT
INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

- | | | |
|----|-----------------------|---|
| 1. | Paul Samuels | Post Office Box 185
Bowling Green, Florida 33834 |
| 2. | Hollis Albritton, Jr. | 9057 NE Highway 17
Arcadia, Florida 34266 |
| 3. | James Haskins | 9304 Forrester Drive
Bradenton, Florida 34202 |
| 4. | Julian Tharp | Post Office Box 7491
Indian Lake Estates, Florida 33855-7491 |

IN WITNESS WHEREOF, We have subscribed our names on the 31ST day of May, 2005.

Paul Samuels

Paul Samuels

Hollis Albritton, Jr.

Hollis Albritton, Jr.

James E. Haskins

James Haskins

Julian K. Tharp

Julian Tharp

STATE OF FLORIDA
COUNTY OF HARDEE

On the 31ST day of May, 2005, before the above names of Incorporators, known to me to be the persons whose names are subscribed to the attached instrument, and acknowledged that they executed the same for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Notary Public
My Commission Expires:
(Seal)

Alpha Jean Prestridge
2/12/07



Alpha Jean Prestridge
My Commission DD183722
Expires February 12, 2007

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in

designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

PEACE RIVER COOPERATIVE CHARITABLE FOUNDATION, INC.,
a Florida Corporation not for profit.

2. The name and address of the registered agent and office is:

ANDREW B. JACKSON
Attorney at Law
150 North Commerce Avenue
Sebring, Florida 33870

Signature:



Printed Name: Andrew B. Jackson

Date: May 31, 2005

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

Signature:



ANDREW B. JACKSON

Date: May 31, 2005