

NO7000003332

Smith Management Group, Inc.  
(Requestor's Name)

PO Box 4089 Tallahassee, FL  
(Address)

32315

(Address)

(City/State/Zip/Phone #)

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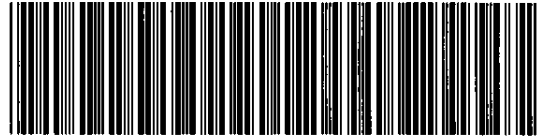
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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
GOOD SAMARITAN NETWORK, INC.  
A Florida Not-for-profit Corporation**

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TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.  
Name**

The name of this Corporation shall be **Good Samaritan Network, Inc.**

**Article 2.  
Principal Office**

The principal place of business and mailing address of the Corporation shall be 107 East Tharpe Street, Tallahassee, Florida 32303.

**Article 3.  
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 4.  
Corporate Powers**

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other

provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

- (a) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a);
- (b) not engage or be involved in any act of self-dealing, as defined in
- (c) Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (d) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (e) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (f) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

## **Article 5.** **Board of Directors**

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of seven members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
<u>Beth Ann Burns</u> President	4151 Deer Lane Drive Tallahassee, Florida 32312
<u>Teresa Pooser Alexander</u> Vice President	3972 Emerald Chase Drive Tallahassee, Florida 32308
<u>George Leslie Harrison</u> Secretary	6400 Kingman Trail Tallahassee, Florida 32309
<u>Richard F. Smith</u> Treasurer	107 East Tharpe Street Tallahassee, Florida 32303
<u>Irvin Glenn Burns</u>	4151 Deer Lane Drive Tallahassee, Florida 32312
<u>Byron Randall Enwright</u>	6740 Visalia Place Tallahassee, Florida 32317
<u>Gary F. Linton</u>	2113 Golden Eagle Drive Tallahassee, Florida 32312

**Article 6.**  
**Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

**Article 7.**  
**Dissolution**

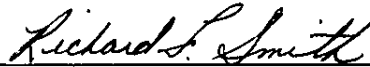
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**Article 8.**  
**Registered Office and Registered Agent**

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Richard F. Smith  
107 East Tharpe Street  
Tallahassee, Florida 32303

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Richard F. Smith, Registered Agent

**Article 9.**  
**Incorporators**

The names and addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
<u>Beth Ann Burns.</u>	4151 Deer Lane Drive Tallahassee, Florida 32312

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IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **Good Samaritan Network, Inc.**, on this 27 day of MARCH, 2007.

Bert A. Burns  
Signature/Incorporator

Date: March 27, 2007

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