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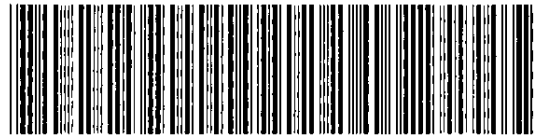
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 19 PM 3:07

APPROVED
AND
FILED

Law Offices
HOLDEN, RAPPENECKER and EUBANK, P. A.
Meriden Place, Suite S
2772 N.W. 43rd Street
Gainesville, Florida 32606-7433

Charles I. Holden, Jr.
Stephen A. Rappenecker
Bobbie Lee Eubank
Paul A. Donnelly

Telephone (352) 377-5900
Facsimile (352) 371-7615
E-Mail office@hrelawfirm.com

May 7, 2009

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: GHS CLASS OF '59, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned proposed not for profit corporation. Kindly file these Articles and return a certified copy to this office.

A check in the amount of \$78.75 is enclosed to cover the cost of said filing.

Thank you and if you have any questions, please don't hesitate to contact us.

Sincerely yours,



Carol W. Overacker
Paralegal

:co
enclosures

RECEIVED

09 MAY 19 AM 11:36

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2009

HOLDEB, RAPPENECKER AND EUBANK, P.A.
% CAROL W. OVERACKER
2772 N.W. 43RD STREET, SUITE S
GAINESVILLE, FL 32606-7433

SUBJECT: GHS CLASS OF '59, INC.
Ref. Number: W09000022109

We have received your document for GHS CLASS OF '59, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity: A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 509A00015955

ARTICLES OF INCORPORATION
OF
GHS CLASS OF '59, INC.
(A Corporation Not for Profit)

APPROVED
AND
FILED
09 MAY 19 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this Corporation shall be GHS CLASS OF '59, INC.

ARTICLE II

ADDRESS:

The initial post office address of the principal office of the Corporation in the State of Florida shall be P. O. Box 566, Gainesville, Florida 32602. The street address of the principal office is 2772-S NW 43rd Street, Gainesville, Florida 32606. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

The specific and primary purposes for which this Corporation is formed are:

(a) To maintain a fund or funds to use and apply the whole or any part of the income therefrom and the principal thereof for organizing and hosting reunions for the Gainesville High School Class of 1959.

(b) As a manner of accomplishing the foregoing purposes, and subject to the Bylaws of this corporation, as from time to time are duly adopted, the Corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory

notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

(e) 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 the 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 a Court of Competent Jurisdiction of 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 such purposes.

ARTICLE IV

GENERAL POWERS:

The corporation shall have and exercise all rights and powers that are permitted by the laws of the State of Florida for Not for Profit Corporations.

ARTICLE V

MEMBERSHIP:

The members of the corporation shall consist of those persons who constitute the Board of Directors of the corporation. Any person shall remain a member only so long as he or she continues to serve as a Director.

ARTICLE VI

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS:

Section 1. The business affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be composed of not less than three (3) persons. Membership of the Board of Directors shall be for such period of time as prescribed by the Bylaws of the corporation and said Bylaws shall prescribe the method by which the members of the board of Directors shall be nominated and elected, and the qualifications necessary for nomination and election to said Board of Directors.

Section 2. The following persons shall constitute the first Board of Directors until the first appointment of the Board of Directors made in accordance with the provisions of the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
BECKY WANNINGER HUNT	7003 SW 77 th Street Gainesville, FL 32608
VANDIELOU COOPER THORPE	1020 NW 120 th Street Gainesville, FL 32606
CHERRY FORD MAY	3310 NW 29 th Avenue Gainesville, FL 32605
STEPHEN A. RAPPENECKER	1606 NW 66 th Terrace Gainesville, FL 32605
LANNIE H. THOMPSON, JR.	11207 NW 12 th Place Gainesville, FL 32606
GAIL ROGERS McMILLAN	2128 NW 29 th Avenue Gainesville, FL 32605
PAUL S. CLAYTON	2703 NW 24 th Terrace Gainesville, FL 32605

ARTICLE VIII

OFFICERS:

Section 1. All officers of this corporation shall be elected or appointed as provided in the Bylaws of the corporation. This corporation shall have as many officers as the Board of Directors may determine to be appropriate from time to time. At a minimum, there shall be a President, a Secretary and a Treasurer.

Section 2. The officers of this corporation shall have the rights and duties of officers under the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended from time to time.

Section 3. The names of the officers who shall serve until the first election at the first annual meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
BECKY WANNINGER HUNT	President	7003 SW 77 th Street Gainesville, FL 32608
VANDIELOU COOPER THORPE	Vice-President	1020 NW 120 th Street Gainesville, FL 32606
CHERRY FORD MAY	Secretary	3310 NW 29 th Avenue Gainesville, FL 32605
STEPHEN A. RAPPENECKER	Treasurer	1606 NW 66 th Terrace Gainesville, FL 32605

ARTICLE IX

INCORPORATORS:

The name and post office address of each incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
STEPHEN A. RAPPENECKER	1606 NW 66 th Terrace Gainesville, FL 32605

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 1606 NW 66th Terrace, Gainesville, Florida 32605, and the name of the initial registered agent of the corporation at that address is STEPHEN A. RAPPENECKER.

ARTICLE XI

BYLAWS:

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the corporation.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors, passed by a majority vote of the Board of Directors.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Section 1. The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the corporation, or in his capacity as director, officer, employee or agent of any

other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

B. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct by the court, administrative agency, or investigative body before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XIV

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the said subscriber has hereunto set her hand and seal this 6 day of May, 2009.

Signed, sealed and delivered in our presence as witnesses:

Rebecca S. Cassel

Carol W. Overacker

Stephen A. Rappenecker

STEPHEN A. RAPPENECKER

STATE OF FLORIDA
COUNTY OF ALACHUA

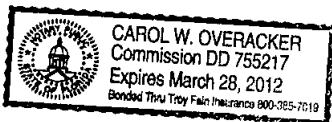
The foregoing instrument was acknowledged before me this 6 day of May, 2009, by STEPHEN A. RAPPENECKER.

Carol W. Overacker

NOTARY PUBLIC
Printed Name:
Commission No.:

Personally known OR Produced Identification _____

Type of Identification Produced: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 617.0501, F.S.:

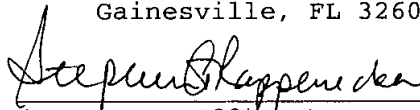
GHS CLASS OF '59, INC., a Corporation Not for Profit, organized under the laws of the State of Florida with its principal office at: P. O. Box 566, Gainesville, Florida 32602, has named STEPHEN A. RAPPENECKER, located at 1606 NW 66th Terrace, Gainesville, Florida 32605, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
BECKY WANNINGER HUNT President	7003 SW 77 Street Gainesville, FL 32608
VANDIELOU COOPER THORPE Vice-President	1020 NW 120 th Street Gainesville, FL 32606
CHERRY FORD MAY Secretary	3310 NW 29 th Avenue Gainesville, FL 32605
STEPHEN A. RAPPENECKER Treasurer	1606 NW 66 th Terrace Gainesville, FL 32605

NEWLY APPOINTED DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
BECKY WANNINGER HUNT	7003 SW 77 Street Gainesville, FL 32608
VANDIELOU COOPER THORPE	1020 NW 120 th Street Gainesville, FL 32606
CHERRY FORD MAY	3310 NW 29 th Avenue Gainesville, FL 32605
STEPHEN A. RAPPENECKER	1606 NW 66 th Terrace Gainesville, FL 32605
LANNIE H. THOMPSON, JR.	11207 NW 12 th Place Gainesville, FL 32606
GAIL ROGERS McMILLAN	2128 NW 29 th Avenue Gainesville, FL 32605
PAUL S. CLAYTON	2703 NW 24 th Terrace Gainesville, FL 32605


(Corporate Officer)

I agree as Registered Agent to accept service of process to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


STEPHEN A. RAPPENECKER
Registered Agent

09 MAY 19 3:08 PM
SECRETARY
TALLAHASSEE
FLORIDA
STATE
APPROVED
AND
FILED