

Michael Tillman, P.A.

5346 S.W. 91ST TERRACE
GAINESVILLE, FL 32608-7124
TEL: 352-376-8600
FAX: 352-376-0020
E-MAIL: TILLMAN@STEARNSARDU.COM

Estate and Charitable Tax Planning

MICHAEL TILLMAN, J.D.*

OF COUNSEL:

THOMAS R. ROGERS, J.D., C.P.A.*

SCOTT TANSEY, J.D., LL.M.†

* LIC. IN FL † LIC. IN CA

NH 6179

February 12, 1999

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

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*****35.00 *****35.00

Re: Girls Club of Alachua County Foundation, Inc.

Dear Sir or Madam:

1. Certificate of Restatement
2. Restated Articles of Incorporation
3. Check in the amount of \$35.

Please file these and return a letter of acknowledgment to us.

Sincerely,

Michael Tillman

Michael Tillman

MT:mr

Encs.

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TALLAHASSEE, FLORIDA

NH 6179
1598 Avenue Dr. Bldg
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CM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 24, 1999

MICHAEL TILLMAN, P.A.
5346 S.W. 91ST TERRACE
GAINESVILLE, FL 32608-7124

SUBJECT: GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC.
Ref. Number: N46179

We have received your document for GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 199A00014846

TILLMAN ROGERS TANSEY

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

MICHAEL TILLMAN, J.D.
THOMAS R. ROGERS, J.D., C.P.A.
SCOTT TANSEY, J.D., LL.M. [†]
MONICA VONDRUSKA LOTHROP, J.D., LL.M.

5346 S.W. 91ST TERRACE
GAINESVILLE, FL 32608-7124
TEL: 352-376-8600
FAX: 352-376-0026
TILLMAN@POST.HARVARD.EDU

OF COUNSEL:
BYRON E. WOODMAN, JR., J.D., LL.M.*
THOMAS E. PECKHAM, J.D., LL.M.*
[†]LIC. IN CA *LIC. IN MA

April 15, 1999

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

RE: Girls Club of Alachua County Foundation, Inc.
Ref. Number: N46179

Dear Ms. Mustain:

Please find the enclosed original Restated Articles of Incorporation and a copy of the same, and the Certificate of Restatement and Amendment, for the above non-profit corporation. I also enclose a copy of your letter dated March 24th.

The Girls Club of Alachua County Foundation, Inc. was organized pursuant to Chapter 617, Florida Statutes. In particular, please see Article Two, Section One and Article Seven, Section Four, of the Restated Articles. The Restated Articles were approved by a two-thirds majority of the Directors, as required by Article Sixteen of the same document and as stated in the enclosed Certificate of Restatement.

Please file the enclosed Restated Articles of Incorporation and mail the enclosed copy with your stamp to my office. A check in the amount of \$35.00 was previously submitted to your office. We appreciate your kind assistance in this matter. If you have any questions, please feel free to call me.

Sincerely,



Michael Tillman, J.D.

Enc.

THE RESTATED ARTICLES OF INCORPORATION
for
GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC.

Table of Contents

The GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC.

Article One	Name	1
Article Two	Directors, Definitions	1
Article Three	Members	2
Article Four	Officers	2
Article Five	Term	2
Article Six	Registered Agent	3
Article Seven	Purpose	3
Article Eight	Operations	4
Article Nine	Relationship	5
Article Ten	Control	6
Article Eleven	Creation of Corporation	6
Article Twelve	Fiscal Year	7
Article Thirteen	Dissolution	7
Article Fourteen	Private Foundation Rules	8
Article Fifteen	By-Laws	8
Article Sixteen	Amendment	8
Article Seventeen	General Administrative Provisions	9

The
GIRLS CLUB OF ALACHUA COUNTY
FOUNDATION, INC.
a Not-for-Profit Corporation

Article One

Name

The name of the corporation, is GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC. ("Corporation").

Article Two

Directors, Definitions

Section 1. Directors

All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the Corporation shall be managed under the direction of the board of directors. The Directors shall have the rights and duties of directors as specified under Chapter 617 (and Chapter 607, where applicable), Florida Statutes, as amended.

At no time may the number of Directors who are not "disqualified persons" as defined in Code Section 4946 ("Independent Directors") be less than a number which is one more than the number of disqualified persons then serving as Directors. At all times, at least two of the Directors shall be designees of the Supported Organization named below.

The number of Directors constituting the Board of Directors shall not be less than nine, nor more than 20.

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JACKSONVILLE, FLORIDA

Section 2. Definitions

The Internal Revenue Code of 1986, as amended, is referred to as the "Code" and the regulations thereunder are referred to as the "Regulations."

Article Three

Members

Any person who has attained the age of 18 years and regardless of race, sex, handicap, religious affiliation, or national or ethnic origin, shall be eligible for membership in the corporation. Prospective members who agree to promote the goals and objectives of the Corporation may be admitted to membership in the manner set forth in the by-laws of the Corporation. The Corporation may require the payment of dues as a condition of membership. Members shall have no voting rights.

Article Four

Officers

The Corporation shall have four Officers initially, a President, Vice-President, a Secretary, and a Treasurer. The Board of Directors may, by a resolution, add additional officers as it deems appropriate, including assistant vice-presidents, assistant secretaries, and assistant treasurers. The Board may also add the office of president-elect. The manner and election of all officers and their terms shall be as set forth in the by-laws.

Article Five

Term

This Corporation shall have perpetual existence unless sooner dissolved or terminated pursuant to law.

Article Six

Registered Agent

The street address of the initial registered office of this Corporation is 2101 N.W. 39th Avenue, Gainesville, Florida 32605, and the name of the registered agent of this corporation at that address is Renae Clements.

Article Seven

Purpose

Section 1. Specified Organization

The Corporation is organized, and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the GIRLS CLUB OF ALACHUA COUNTY FLORIDA, INC. ("Supported Organization" or "Girls Club"). Within these broad purposes, the specific goals and objectives of the Supporting Organization shall include:

- a. Promote the health, safety, and welfare of the students of the Girls Club.
- b. Engage in activities to enhance the community awareness of the Girls Club.
- c. Organize and sponsor fund raising projects for the benefit of the Girls Club.
- d. Engage in special capital projects and facilities improvement for the benefit of the Girls Club.

The Corporation shall not engage in any activities, which are not in furtherance of the purposes referred to in Section 509(a)(3)(A) of the Code. The Corporation shall not operate to support or benefit any organization other than the Supported Organization.

Section 2. Alternate Supported Organization

If the Supported Organization ceases to qualify under Code Section 509(a)(1) or (2), or if it substantially fails or abandons its operations, or if it dissolves, then the Corporation shall terminate its support of such Supported Organization. In these circumstances, the Corporation may substitute one or more organizations that are duly qualified under Code Section 509(a)(1) or (2) and which serve purposes and carry on activities similar to those of the former Supported Organization. The replacement Supported Organization or Organizations shall be treated for all purposes hereunder as a Supported Organization or Organizations. The Corporation shall have no such power of substitution unless the event giving rise to the power, as set forth in this Article, is beyond the control of the Corporation.

Section 3. Varying Amount of Support

The Corporation may vary the amount of its support among the different Supported Organizations, so long as the Supporting Organization meets the requirements of the "integral part" test set forth in Section 1.509(a)-4(i)(3) of the Regulations.

Section 4. Limitation

This Corporation is organized exclusively as a not-for-profit corporation, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall not exercise any powers prohibited under Chapter 617, Florida Statutes, as amended. The Corporation, in exercising any one or more powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Code.

Article Eight

Operations

The Corporation shall engage in activities that benefit or support the Supported Organization. The Corporation may make payments to or for the use of, or provide services or facilities for, individual members of the charitable class benefited by the Supported Organization. The Corporation may make a

payment through another unrelated organization to a member of a charitable class benefited by the Supported Organization, but only if such payment shall constitute a grant to an individual rather than a grant to an organization. The Corporation may carry on an independent activity or program that supports or benefits the Supported Organization.

No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the Supported Organization.

Article Nine

Relationship

Section 1. Operated In Connection With Supported Organization

The Corporation shall be operated in connection with the Supported Organization.

Section 2. Responsiveness

The Corporation shall be responsive to the needs or demands of the Supported Organization.

The Directors and Officers of the Corporation shall maintain a close continuous working relationship with the Directors and Officers of the Supported Organization. By reason of this close continuous working relationship, the Supported Organization shall have a significant voice in the investment policies of the Corporation, the timing of grants, the manner of making them, and the selection of recipients by the Corporation, and in otherwise directing the use of the income or assets of the Corporation.

Section 3. Integral Part

The Corporation shall maintain a significant involvement in the operations of the Supported Organization.

In each of its fiscal years, the Corporation shall satisfy either of the following requirements:

- a. the Corporation shall pay substantially all of its income to or for the use of the Supported Organization, and this amount of support shall be sufficient to ensure the attentiveness of the Supported Organization to the operations of the Corporation; in addition, a substantial amount of the Corporation's total support shall be paid to or for the use of the Supported Organization which meets the attentiveness requirement set forth in the preceding clause; or
- b. the activities in which the Corporation engages for or on behalf of the Supported Organizations shall be activities to perform the functions of, or to carry out the purposes of, the Supported Organization; in addition, these activities shall be such that, but for the involvement of the Corporation, the Supported Organization would normally engage in the activities.

Article Ten

Control

At no time shall the Corporation be controlled, directly or indirectly, by one or more disqualified persons, as defined in Code Section 4946, other than foundation managers and other than the Supported Organization.

Article Eleven

Construction, Restrictions

The Corporation intends that it qualify as a "supporting organization" described in Code Section 509(a)(3), exempt from federal income taxation under Code Section 501(c)(3). These Articles shall be construed accordingly, and all powers and authority of the Corporation and its Directors and Officers shall be limited accordingly. The Directors shall have the power to amend this instrument in order to comply with the requirements of Section 509(a)(3) of the Code and the Regulations thereunder, and any such amendment shall be deemed effective as of the initial date of creation of the Corporation. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation in a manner that would result in loss of its ex-

emption under Code Section 501(c)(3). No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Incorporators, Directors, Members, or Officers of the Corporation, or to private individuals; provided however that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein.

Article Twelve

Fiscal Year

The fiscal year of the Supporting Organization shall end on the last day of December, or on such other date as may be fixed from time to time by the Directors.

Article Thirteen

Dissolution

Upon the dissolution of the Corporation, the Directors shall distribute all remaining assets of the Corporation to one or more of the Supported Organizations which are then duly qualified under Code Sections 501(c)(3) and 509(a)(1) or (2). If no Supported Organizations qualify under Code Sections 501(c)(3) and 509(a)(1) or (2), the remaining assets of the Corporation shall be distributed to one or more organizations, selected by the Directors, which are then so qualified. If the Directors fail to so select a qualified organization, any remaining assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, to an organization which qualifies under Code Sections 501(c)(3) and 509(a)(1) or (2).

Article Fourteen

Private Foundation Rules

If, and for so long as, the Corporation is a private foundation which does not qualify as a "supporting organization" under Code Section 509(a)(3), then, notwithstanding any provision of this agreement, the Corporation, its Directors, Officers, Members, and its employees are prohibited from:

- (a) engaging in any act of self-dealing as defined in Code Section 4941,
- (b) failing to distribute income in a manner which would result in tax liability under Code Section 4942,
- (c) retaining any excess business holdings as defined in Code Section 4943,
- (d) making any investments which would subject the Corporation to tax under Code Section 4944, or
- (e) making any taxable expenditure as defined in Code Section 4945.

Article Fifteen

By-Laws

The By-Laws of the Corporation may be created, amended, restated, or rescinded by either a 2/3 majority vote of the Directors present at any regular meeting of the Board or at any special meeting called for that purpose, or by unanimous written consent without a meeting.

Article Sixteen

Amendment

These Articles of Incorporation may be altered, amended, restated, or rescinded by either a 2/3 majority vote of all of the Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose, or by unanimous written consent without a meeting. The 2/3 majority vote shall be of the entire Board, not just of those Directors present and voting.

Article Seventeen

General Administrative Provisions

Section 1. Annual Accounting

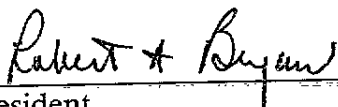
After the end of each fiscal year for the Corporation, the Directors shall prepare, or have prepared, a statement or statements showing: (a) how the property of the Corporation is invested; and (b) all transactions relating to the Corporation for the preceding fiscal year. The Corporation shall maintain the accounting statement or statements with the permanent records of the Corporation.

Section 2. Extent of Liability

The Directors shall have the duty to act in good faith, and with reasonable care, and, in the absence of affirmative evidence to the contrary, shall be deemed to have so acted.

Section 3. Law Governing; Savings Clause

The laws of the State of Florida shall govern these Articles of Incorporation. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of this instrument. However, in any conflict with Section 509(a)(3) of the Code and the Regulations thereunder, that Code section and the Regulations shall govern.



President

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CERTIFICATE OF RESTATEMENT AND AMENDMENT OF ARTICLES OF INCORPORATION OF GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC.

Whereas, GIRLS CLUB OF ALACHUA COUNTY FOUNDATION, INC. is a duly organized not-for-profit corporation existing under the laws of the state of Florida; and

Whereas, the Directors of the Corporation have resolved to make certain changes in the Articles of Incorporation, and hereby show and manifest their intention that the Articles of Incorporation be altered and amended and restated in their entirety;

Now therefore, the Corporation certifies:

That attached hereto is the restated Articles of Incorporation of the Corporation that have been amended.

That the previous Articles of Incorporation did not entitle the Members of the Corporation to vote.

That the previous Articles of Incorporation provided that the Articles could be amended by a two-thirds majority vote of all of the Directors of the Corporation.

That on April 14, 1999 at a duly noticed meeting of the Directors, a two-thirds majority of all of the Directors approved and adopted the attached Restatement of the Articles of Incorporation of the Corporation, said majority vote being sufficient for approval.

Robert A. Bayne
President