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July 12, 1996

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***122.50 ***122.50

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: Leadership Gainesville Alumni Association, Inc.
(Corporation Not for Profit)

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

FILED
96 JUL 15 11 8:39
TALLAHASSEE, FL

nc 7-17-96

**ARTICLES OF INCORPORATION OF
LEADERSHIP GAINESVILLE ALUMNI ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE ONE. NAME

The name of this corporation is Leadership Gainesville Alumni Association, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for civic and educational purposes, and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

a) **Rights and Liabilities of Members.** The qualification for membership in the Corporation and the manner of admission of members shall be as stated in the by-laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Timothy P. Deegan
2531 N.W. 41st Street, Suite A-3
Gainesville, FL 32606

Terry L. Tougaw
1225 N.E. 20th Place
Gainesville, FL 32609

Lawrence D. Christian
5716 N.W. 62nd Court
Gainesville, FL 32653

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 2531 N.W. 41st Street, Suite A-3, Gainesville, FL 32606. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Timothy P. Deegan, 2531 N.W. 41st Street, Suite A-3, Gainesville, FL 32606.

ARTICLE EIGHT. BOARD OF DIRECTORS.

The number of Directors shall not be less than 3 nor more than 30.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members to be held on August 13, 1996, at 6:30 PM, or at such other date and time as the Board of Directors shall designate, at the offices of the Corporation at which time an election of Directors shall be held. Annual meetings of the members shall be held prior to December 31 of each year at the principal office of the Corporation or at such other place or places as the Board of Directors may designate from time to time.

The Directors shall be elected annually at the annual meeting of members.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Timothy P. Deegan
2531 N.W. 41st Street, Suite A-3
Gainesville, FL 32606

Terry L. Tougaw
1225 S.E. 20th Place
Gainesville, FL 32609

Lawrence D. Christian
5716 N.W. 62nd Court
Gainesville, FL 32653

Corporate Officers. The Board of Directors shall elect the following officers: president, vice-president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers

shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Office</u>
Terry L. Tougaw	President
Dwight D. Wilson	Vice-President
Susan K. Wagner	Secretary
Timothy P. Deegan	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on

undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.


(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

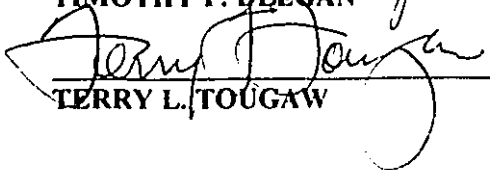
ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on July 12, 1996.


TIMOTHY P. DEEGAN

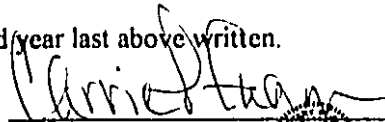


LAWRENCE D. CHRISTIAN


TERRY L. TOUGAW

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 11 day of July, 1996, personally appeared before me
TIMOTHY P. DEEGAN and acknowledged that he executed the foregoing instrument for
the purposes expressed therein.

Witness my hand and seal the day and year last above written.

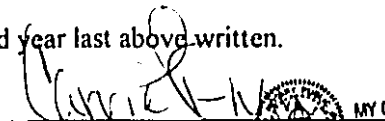


NOTARY PUBLIC
My Commission Expires 

CARRIE P. FAGAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 12 day of July, 1996, personally appeared before me
LAWRENCE D. CHRISTIAN and acknowledged that he executed the foregoing instrument
for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

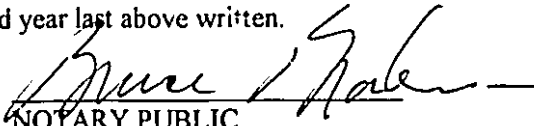

NOTARY PUBLIC
My Commission Expires 

CARRIE P. FAGAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 11th day of July, 1996, personally appeared before me, TERRY
L. TOUGAW and acknowledged that he executed the foregoing instrument for the purposes
expressed therein.

Witness my hand and seal the day and year last above written.


NOTARY PUBLIC
My Commission Expires:




BRUCE BRASHEAR
My Comm Exp. 3/16/98
Bonded By Service Ins
No. CC356504

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **LEADERSHIP GAINESVILLE ALUMNI ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 12 day of July, 1996.


TIMOTHY P. DEEGAN
Registered Agent

NOTARY PUBLIC
STATE OF FLORIDA
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