

STUMP, WEBSTER, CRAIG & ASSOCIATES, P.A.

A LITIGATION AND CLAIMS MANAGEMENT
PROFESSIONAL ASSOCIATION

Gary L. Stump
Ronald S. Webster
Pamela Craig
Richard N. Staten
Jason Recksiedler
Andrew D. Craven

201 North Magnolia Avenue
Suite 300
Orlando, Florida 32801

Heskin A. Whittaker
David C. Dale
of Counsel

Gary Drake
William Watson
Paralegals

Telephone (407) 425-2583 • Facsimile (407) 422-3008

December 17, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/21/99--01007--010
*****78.75 *****78.75

RE: Huntington Foundation, Inc.
Not for Profit Corporation

Dear Sir or Madam:

Enclosed herewith is the articles of incorporation and a check in the amount of \$78.75 in payment of the appropriate fees for the filing. I also enclose a self-address, stamped envelope for the return of the certified copy of the articles of incorporation. I trust you will find all in order.

Should you have any problems or questions, please contact Gary L. Stump or Tangia Rivera, my assistant, at the above number. Thank you for your professional attention and assistance in filing these papers.

Most cordially yours,

Gary L. Stump

Signed in absence to avoid delay
On behalf of Stump, Webster, Craig & Associates, PA

GLS/tsr
Enclosure

FILED
1999 DEC 21 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tangia Rivera GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Accept
DATE 1-3-00
EXAM CH



A. Howell JAN 3 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
CORPORATION ORGANIZED FOR CHARITABLE PURPOSES**

Articles of Incorporation of **Huntington Foundation**, a
Florida Not for Profit Corporation

The undersigned person(s) acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for the corporation:

Article I

The name of the corporation is **Huntington Foundation, Inc.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is not for profit corporation. The primary purposes for which the corporation is organized are charitable and educational.

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for Educational Scholarships.
- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those 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 IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial office of the corporation is 249 Wood Lake Drive, City of Maitland, County of Seminole, State of Florida. The name of its initial registered agent at the address is Cynthia M. Stump.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on 12/31/00, at 10:00 a.m., at 249 Wood Lake Drive, Maitland, Florida 32751, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of two (2) years until the 2nd annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the 2nd Monday in January of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

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 the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any 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 that relates to action taken in this manner 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 and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Cynthia M. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Gary L. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Deborah Kenn, 385 S. North Lake Boulevard, #2033, Altamonte Springs,
Florida 32701

The name and address of each incorporator are:

Cynthia M. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Gary L. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Deborah Kenn, 385 S. North Lake Boulevard, #2033, Altamonte Springs,
Florida 32701

Article VIII

The board of directors shall elect the following officers: President, Vice President, and Treasurer/Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following person shall serve as corporate officers:

President - Cynthia M. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Vice President - Gary L. Stump, 249 Wood Lake Drive, Maitland, Florida 32751

Treasurer/Secretary - Deborah Kenn, 385 S. North Lake Boulevard, #2033,
Altamonte Springs, Florida 32701

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the 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 in the bylaws.

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Article X

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The property of this corporation is irrevocably dedicated to charitable and 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, or to the benefit of any private individual.

Article XI

On 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 not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on _____ (date).

Cynthia M. Stump
President Incorporator, Registered Agent

I hereby accept designation as Registered Agent.

The foregoing instrument was acknowledged before me this 10 day of _____

December, 1999, by Cynthia Stump, President, who is personally known to me or who has produced _____ as identification and who ~~did~~/did not take an oath.



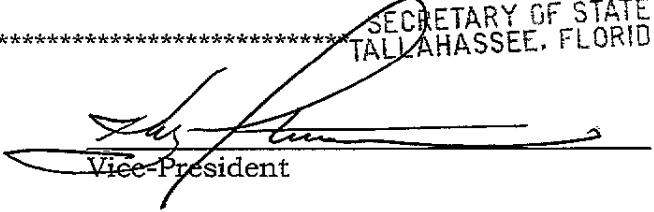
Deanna L. Beyer
Notary Public
State of Florida at large
(print)

My Commission expires: April 4, 2003

FILED


1999 DEC 21 AM 11: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

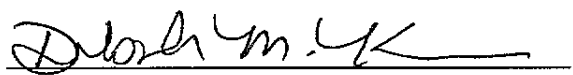

Vice-President

The foregoing instrument was acknowledged before me this 10 day of December, 1999, by Gary Stump, Vice-President, who is personally known to me or who has produced _____ as identification and who ~~did~~/did not take an oath.

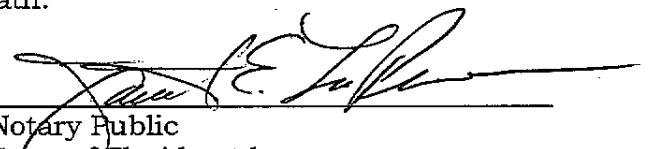



Notary Public
State of Florida at large
(print) Deanna L. Beyer

My Commission expires: April 4, 2003


Treasurer/Secretary

The foregoing instrument was acknowledged before me this 10 day of DECEMBER, 1999, by DEBORAH M. KEUN, Treasurer/Secretary, who is personally known to me or who ~~has produced~~ _____ as identification and who ~~did~~/did not take an oath.


Notary Public
State of Florida at large
(print) JANET E. LAPLACE

My Commission expires: 7/25/2000

