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FILED
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TALLAHASSEE, FL 32314

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December 28, 1999

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

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*****78.75 *****78.75

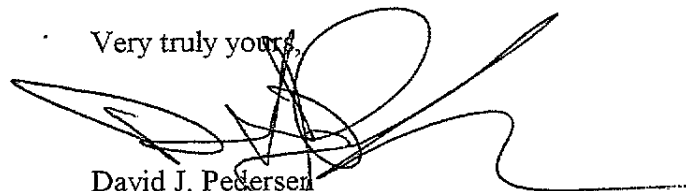
RE: Filing of Articles of Incorporation
First American Capital Foundation, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for First American Capital Foundation, Inc.
along with a check for \$78.75 as the filing fee and for a certificate of Status for the above
Corporation.

If there should be any questions or concerns, please contact the undersigned attorney.

Very truly yours,



David J. Pedersen

DJP/mm
enc. Articles
Check \$78.75

David Pedersen
AUTHORIZATION BY PHONE TO
CORRECT ART 111 add remainder of
address for 2nd Trustee.
DATE 1/7
SHT

S. Thompson JAN 07 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF First American Capital Foundation, Inc.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I NAME

The name of the Corporation shall be First American Capital Foundation, Inc.

Article II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is: 457 South Grant Street, Longwood, FL 32750.

Article III PURPOSE

The purposes for which the corporation is organized are as follows:

- A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among those purposes is:
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

Article IV TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

Article V POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Article VI LIMITATIONS

The corporation shall be operated exclusively for charitable, educational and scientific purposes as a nonprofit corporation. No individual trustee or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article VII MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

Article VIII TRUSTEES

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

(b) Number. The number of trustees shall be determined from time to time in accordance with the Bylaws, but shall never be less than one trustee, and, in the absence of any such determination, shall be one trustee.

(c) Election; removal Trustees shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial trustees. The names and addresses of the initial trustees to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

1. Name: Bill Negron, 457 South Grant Street, Longwood, FL 32750.
2. Name: Lori A. Vazquez 3510 Saltlake Court, Orlando, FL 32810.
3. Name: Judi Diaz, 220 Cherokee Court, No. 106, Altamonte Springs, FL 32701.

Article IX REGISTERED AGENT AND OFFICE

The initial address of registered office of this Corporation is: 457 South Grant Street, Longwood, FL 32750. The name and address of the registered agent of this Corporation is Bill Negron, 457 South Grant Street, Longwood, FL 32750.

Article X INCORPORATOR

The name and street address of the person signing these Articles are as follows:

Name: Bill Negron, 457 South Grant Street, Longwood, FL 32750.

Article XI BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees and may be altered, amended or rescinded by the Board of Trustees.

Article XII AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XIII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of DECEMBER, 1999.

By: _____

Bill Negron INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I Bill Negron, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: _____

Bill Negron

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