

TS/MTW FEB 28 2000

**ARTICLES OF INCORPORATION  
OF  
STONEWALL FOUNDATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**STONEWALL FOUNDATION, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of this corporation shall be:

101 E. Kennedy Boulevard  
Suite 2700  
Tampa, Florida 33602

**ARTICLE III**

**Purposes**

(a) This corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and for such other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article III to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under

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TALLAHASSEE, FLORIDA

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Director or Officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or Officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that then would qualify for exemption from federal income taxation under Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director or Officer or private individual shall be entitled to share in the distribution of any of the assets.

## ARTICLE IV

### Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

## **ARTICLE V**

### **No Members**

The corporation shall have no members.

## **ARTICLE VI**

### **Term of Existence**

The term for which this corporation is to exist shall be perpetual.

## **ARTICLE VII**

### **Registered Agent and Registered Office**

The initial registered agent of this corporation shall be **J. Eric Taylor** and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
J. Eric Taylor	101 E. Kennedy Boulevard Suite 2700 Tampa, Florida 33602

## **ARTICLE IX**

### **Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of State of Florida.

## **ARTICLE X**

### **By-Laws**

The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

## **ARTICLE XI**

### **Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

**IN WITNESS WHEREOF**, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 25<sup>th</sup> day of February, 2000.



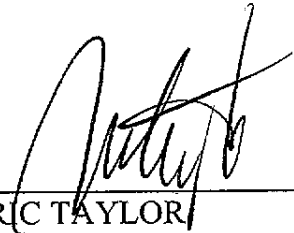
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J. ERIC TAYLOR

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

**J. ERIC TAYLOR**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

**DATED** this 25<sup>th</sup> day of February, 2000.

  
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J. ERIC TAYLOR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA