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FLORIDA NON-PROFIT CORPORATION

PANDA FOUNDATION, INC.

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Articles of Incorporation
of
PANDA FOUNDATION, INC.,
a Florida Nonprofit Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is: PANDA FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6206 Marina Drive, Holmes Beach, Florida 34217.

ARTICLE III

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 Section 617, Florida Statutes.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which the corporation is organized are:

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A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To provide children educational material, and training seminars for self-awareness, and by providing scholarships, and/or sponsorships for higher education.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held each year at the registered office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one 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

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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 and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws 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.

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States

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Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence address of the Subscriber of this corporation is:

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NameAddress

ROBERT C. DAVIS

6206 Marina Drive
Holmes Beach, Florida 34217ARTICLE XIAMENDMENT OF BY-LAWS

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

ARTICLE XIIDEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, or charitable 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 XIIIREGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 6206 Marina Drive, Holmes Beach, Florida 34217, and the name of its registered agent at said address shall be ROBERT C. DAVIS.

ARTICLE XIVAMENDMENT OF ARTICLES

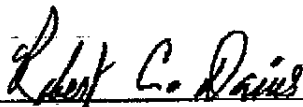
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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The undersigned, being the Subscriber and Incorporator of this corporation,
for the purpose of forming this nonprofit corporation under the laws of the State of
Florida, has executed these Articles of Incorporation, this ____ day of
_____, 2000.

WITNESSED BY:



ROBERT C. DAVIS
Subscriber

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ACKNOWLEDGMENT OF REGISTERED AGENT

I AM FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE
POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE
APPOINTMENT AS REGISTERED AGENT.



ROBERT C. DAVIS

DATED:

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