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*Law Office*  
*of*  
*Hamden H. Baskin, III, P.A.*

*516 No. Ft. Harrison Avenue*  
*Clearwater, Florida 33755*

*Telephone: 727/447-2994*

*Fax: 727/446-0009*

**FILED**  
**OCT 27 PM 4:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**VIA FEDERAL EXPRESS**

October 26, 2000

State of Florida  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

**200003442392--S**  
**-10/27/00--01064--005**  
**\*\*\*122.50 \*\*\*\*\*78.75**

RE: Vincent Reid Foundation, Inc.

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing fees.

Kindly process same and return your receipt to our office in the enclosed return federal express envelope.

Thanking you in advance and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III

HHBIII/gvl

Enclosures: as stated

*Glinda* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Principal Hh. address & RA Accept.*  
DATE *10-27-00 at 3:30 pm*  
DOC. EXAM *J. Brug*

*10-27*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VINCENT REID FOUNDATION, INC.,  
a Florida Not For Profit Corporation**

The undersigned persons, 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 VINCENT REID FOUNDATION, INC.

**ARTICLE II.**

The corporation shall have perpetual duration.

**ARTICLE III.**

The corporation is a not for profit corporation. The purpose for which the corporation is organized is charitable and educational:

(a). The specific and primary purpose for which this corporation is formed is to operate for the advancement of charitable and educational and for other charitable purposes, by the distribution of its funds for those purposes, and in particular to solicit support for physically or emotionally challenged children and young people irrespective of race or economic background. The Foundation will use golf as a springboard to teach the values and discipline necessary for them to lead a successful life.

(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 26

USCA §501(c)(3), 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 Section.

(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 registered office of the corporation is 1327 Preservation Way, City of Oldsmar, County of Pinellas, State of Florida. The name of its initial registered agent at that address is HAMDEN H. BASKIN, III, PA, also principal office address.

#### 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; 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 October 30, 2000, at 9:00 a.m., at 516 N. Ft. Harrison Ave., Clearwater, Florida 33755, 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 one (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1:00 p.m., on the first Monday in October 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:

Name	Residential Address
Vincent Albanese	1327 Preservation Way, Oldsmar, Florida 34677
Beverly Albanese	1326 Preservation Way, Oldsmar, Florida 34677
Vincent Reid	1326 Preservation Way, Oldsmar, Florida 34677

## ARTICLE VII.

The name and address of the incorporator is:

Name	Address
Hamden H. Baskin, III, Esquire	516 N. Ft. Harrison Avenue, Clearwater, FL 33755

## ARTICLE VIII.

The board of directors shall elect the following officers: Chairman of the Board, President, and Foundation Director, 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 persons shall serve as corporate officers:

Vincent Albanese 1327 Preservation Way Oldsmar, FL 34677	Chairman of the Board
Beverly Albanese 1327 Preservation Way Oldsmar, FL 34677	President
Vincent Reid 1327 Preservation Way Oldsmar, FL 34677	Foundation Director

## ARTICLE IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act 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.

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.

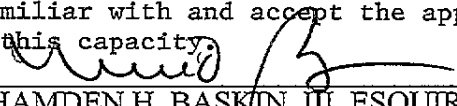
ARTICLE XI.

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 26 USCA §501(c)(3), 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.

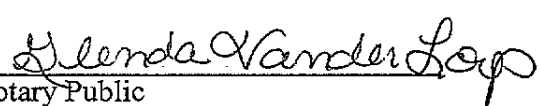
The undersigned, being the sole incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, has executed these articles of incorporation on October 26, 2000. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
HAMDEN H. BASKIN, III, ESQUIRE,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared HAMDEN H. BASKIN, III, who is personally known to me and who did/not take an oath.

Dated this 26<sup>th</sup> day of October, 2000.

  
Notary Public  
My Commission Expires:



Glenda J. VanderLoop  
MY COMMISSION # CC696149 EXPIRES  
November 14, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.