

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

PO1000001406

CONTACT: CINDY HICKS

DATE: 2-28-01

REF. #: 0631.14449
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-02/28/01--01039--003
*****70.00 *****70.00

CORP. NAME: THE TRACY McGRATH FOUNDATION, INC.

- ARTICLES OF INCORPORATION
- ANNUAL REPORT
- FOREIGN QUALIFICATION
- REINSTATEMENT
- CERTIFICATE OF CANCELLATION
- OTHER:
- ARTICLES OF AMENDMENT
- TRADEMARK/SERVICE MARK
- LIMITED PARTNERSHIP
- MERGER
- UCC-1
- ARTICLES OF DISSOLUTION
- FICTITIOUS NAME
- LIMITED LIABILITY
- WITHDRAWAL
- UCC-3

FILED
 01 FEB 28 PM 1:25
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 01 FEB 28 AM 9:59
 DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 10291 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials

T. SMITH FEB 28 2001

X

**ARTICLES OF INCORPORATION
OF
THE TRACY McGRADY FOUNDATION, INC.**

01 FEB 28 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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

**I.
NAME**

The name of the corporation, hereinafter called the "Corporation", shall be: "The Tracy McGrady Foundation, Inc."

**II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

John H. Richards
Nations Bank Tower
111 North Orange Avenue
Suite 1020
Orlando, FL 32801

**III.
PURPOSES**

The purposes for which the Corporation is to be organized are exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the Corporation, or any laws applicable thereto.

IV.
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as provided in the bylaws

V.
LIMITATIONS and RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

**VI.
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

John H. Richards
Nations Bank Tower
111 North Orange Avenue
Suite 1020
Orlando, FL 32801

**VII.
INCORPORATOR**

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

Mark E. Haranzo
Wiggin & Dana LLP
Three Stamford Plaza
Stamford, CT 06911

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Mark E. Haranzo
Mark E. Haranzo
Signature/Incorporator

February 21, 2001
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John H. Richards
John H. Richards
Signature/Registered Agent

February 23, 2001
Date