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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 2001

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

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

Re: **ECD Foundation, Inc.**

EFFECTIVE DATE
3-5-01

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation, and a check for \$78.75.

Please file the Articles and return a Certified Copy of the approved Articles to the undersigned attorney.

Sincerely,



Richard P. O'Connor, CPA
Attorney at Law

enclosure

Please note the
incorporation date
of March 5, 2001

Thank you

Articles of Incorporation of
ECD Foundation, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE 1

Name. The name of the corporation is as follows: ECD Foundation, Inc.

ARTICLE 2

Address. The address of the principal office and the mailing address of the corporation is: 9989 - 85th Street North, Largo, Florida 33777.

ARTICLE 3

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 9989 - 85th Street North, Largo, Florida 33777. The name of its initial registered agent at that address is: Deborah F. Austin.

ARTICLE 4

No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5

Not For Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under IRC §501(c)(3).

ARTICLE 6

Duration. The duration (term) of the corporation is perpetual.

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ARTICLE 7

Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to providing funds and equipment to schools, trade and vocational institutions for educational and career development.

ARTICLE 8

Powers. Solely for the above purposes, the corporation shall have the following powers:

A. Arrange for, sponsor, co-sponsor, organize, promote, operate or provide funds and equipment to schools, trade and vocational institutions for educational and career development in the United States and abroad.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9

Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these articles.

ARTICLE 10

Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC §501(a) as an organization described in IRC §501(c)(3) and which is other than a private foundation as

defined in IRC §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11

Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC §501(c)(3).

ARTICLE 12

Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors are set forth in this Article. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Deborah F. Austin	9989 - 85 th Street Largo, FL 33777
Laura Austin	5395 Franconia Spring Hills, FL 34606
Eva M. Austin	9989 - 85 th Street Largo, FL 33777

ARTICLE 13

Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE 14

Incorporator. The name and street address of each Incorporator is as follows: Deborah F. Austin, 9989 - 85th Street North, Largo, Florida 33777.

ARTICLE 15

Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16

Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17

Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 18

Commencement of Corporate Existence. The date when corporate existence shall commence is MARCH 5, 2001.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 1st day of MARCH, 2001.


DEBORAH F. AUSTIN

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me personally appeared **DEBORAH F. AUSTIN** known to me personally to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of March, 2001.



Diane Louise Antonelli
MY COMMISSION # CC904049 EXPIRES
January 20, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Diane Louise Antonelli
Notary Public

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, **DEBORAH F. AUSTIN**, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Deborah F. Austin
DEBORAH F. AUSTIN

Date: 3/1/01

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