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FLORIDA NON-PROFIT CORPORATION

THE GIFT OF LEARNING FOUNDATION - DOWNTOWN, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
THE GIFT OF LEARNING FOUNDATION - DOWNTOWN, INC.**

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be THE GIFT OF LEARNING FOUNDATION - DOWNTOWN, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS
OF CORPORATION**

The address of the principal office of the Corporation is 514 W. Central Blvd., Orlando, FL 32801, and the mailing address of the Corporation is 514 W. Central Blvd., Orlando, FL 32801.

ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for charitable, educational, scientific and literary opportunities and purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to: provide charitable, education, scientific and/or literary opportunities to

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the youth of Central Florida, and the surrounding communities; and to provide education in a private school setting.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, 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 (c)(3)

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of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

- (i) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- (ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV – ELECTION OF DIRECTORS

A. The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than two (2).

B. The initial number of directors of this Corporation shall be three (3). The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year

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of existence of this Corporation or until their successors are elected or appointed and have qualified,
are:

<u>Name</u>	<u>Address</u>
Jennifer L. Kite	3060 Seignuery Drive Windermere, FL 34786
Gregory F. Kite	3060 Seignuery Drive Windermere, FL 34786
Christina James	2143 Judith Place Longwood, FL 32779

ARTICLE V – MEMBERS

The initial members of the Corporation shall be the initial directors named in these Articles of Incorporation, and additional persons may be appointed as directors and members by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE VI – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 210 N. Wymore Rd., Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation at that address is Christopher C. Cathcart, Esquire. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE VII – INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name**Address**

Gregory F. Kite

3060 Seignury Drive
Windermere, FL 34786**ARTICLE VIII – TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing with the date of execution of these Articles of Incorporation with the Secretary of State.

ARTICLE IX – DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

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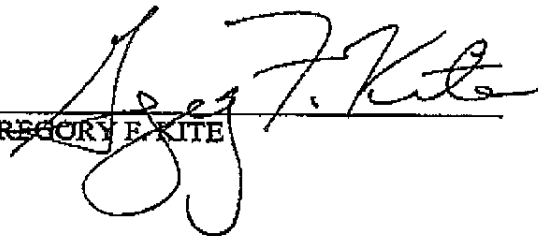
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

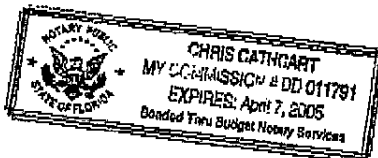
These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed to these Articles of Incorporation at Orlando, Florida on the 12th day of July, 2002.


GREGORY F. KITE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of July, 2002 by GREGORY F. KITE of THE GIFT OF LEARNING FOUNDATION - DOWNTOWN, INC., a not-for-profit corporation, on behalf of the corporation, who is personally known to me, or has produced _____ as identification or is personally known to me and did take an oath.




Notary Public
Print Name: _____
My Commission Expires: _____

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ACCEPTANCE BY REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Dated this 12 day of July, 2002.


CHRISTOPHER C. CATHCART, ESQUIRE

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