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FLORIDA NON-PROFIT CORPORATION

1904 Foundation, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
1904 FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation ("Corporation") is: 1904 Foundation, Inc.

ARTICLE II

PURPOSES

This Corporation is organized, and shall be operated, exclusively for the benefit of Community Foundation of Central Florida, Inc. a Florida Not for Profit Corporation ("Community Foundation") by acting as a supporting organization to the Community Foundation within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986 (the "Code") and the regulations promulgated thereunder (the "Regulations"). This Corporation shall receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall pay substantially all of the income therefrom to the Community Foundation, to be allocated to the "1904 Foundation Fund" to be established thereat. If the Community Foundation should lose its tax exempt status under Section 501(c)(3) of the Code, or if it is dissolved, or if it suffers a substantial failure or abandonment of its operations, then such organization which is tax exempt under Section 501(c)(3) of the Code and is classified as a public charity (not a private foundation) under Section 509(a) of the Code, as shall be designated by the Board of Trustees of the Corporation, shall be substituted for the Community Foundation in this Article II. Any such substituted supported organization may likewise be replaced by action of the Board of Trustees of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee or 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

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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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its trustees, officers or other private persons.

ARTICLE III

TRUSTEES

The Board of Trustees shall have all voting powers. The Board of Trustees shall elect their own successors, and may succeed themselves in office. Notwithstanding the preceding sentence, one (1) trustee shall be appointed by the Community Foundation, or by any successor supported organization designated as provided in Article II hereof. Any natural person who has attained at least the age of twenty-one (21) years shall be qualified to be a trustee of the Corporation

The Board of Trustees of the Corporation shall consist of no fewer than three (3) persons nor more than nine (9) persons, the exact number to be determined in accordance with the provisions of the bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall commence existence on filing of these Articles, and shall exist perpetually.

ARTICLE V

INCORPORATOR

The name and address of the subscriber is:

NAME

ADDRESS

W. Graham White

250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

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ARTICLE VI**OFFICERS**

The affairs of the Corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

ARTICLE VII**INITIAL OFFICERS**

The names of the officers who are to serve until the first election hereunder are:

President	Harold A. Ward, III
Vice President	Victor E. Woodman
Treasurer	Richard M. Strauss
Secretary	Ann H. Gerken

ARTICLE VIII**MEMBERS**

The Corporation shall have no members.

ARTICLE IX**INITIAL TRUSTEES**

The names and addresses of the persons who are to serve as initial trustees until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Harold A. Ward, III	250 Park Avenue South, 5 th Floor Winter Park, FL 32789
Richard M. Strauss	400 N. New York Avenue, Suite 200 Winter Park, FL 32789

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Victor E. Woodman

250 Park Avenue South, 5th Floor
Winter Park, FL 32789

J. P. Carolan, III

390 North Orange Ave., #1500
Orlando, FL 32801

ARTICLE X

BYLAWS

The bylaws of the Corporation shall be made, altered, or rescinded by affirmative vote of a majority of the trustees of the Corporation.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the trustees of the Corporation.

ARTICLE XII

MISCELLANEOUS

Section 1. Neither the trustees nor officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.

Section 2. The Corporation shall have no capital stock.

Section 3. This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision 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 Code of (or the corresponding provision of any future United States Internal Revenue Law),

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- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Laws), or
- (c) by a corporation qualified as a supporting organization pursuant to Section 509(a)(3) of the Code.

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

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ARTICLE XIII**DISSOLUTION**

Upon the dissolution of this Corporation the Board of Trustees shall, after paying or making provision for the payment or all the liabilities of the Corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the Corporation exclusively to Community Foundation of Central Florida, Inc., or to a successor supported organization designated as provided in Article II hereof.

ARTICLE XIV**INITIAL PRINCIPAL OFFICE;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the Corporation is 400 N. New York Avenue, Suite 200, Winter Park, Florida 32789. The initial registered office of the Corporation shall be 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789, and the registered agent of the Corporation at that office shall be Harold A. Ward, III.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 30 day of July, 2002.


W. GRAHAM WHITE

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CONSENT OF REGISTERED AGENT

W. Graham White, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of 1904 Foundation, Inc., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 30 day of July, 2002.


W. GRAHAM WHITE

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