

Sent by: GREENBERG TRAURIG

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Div: Corporations

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From:

Account Name : GREENBERG TRAURIG (ORLANDO)
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FLORIDA NON-PROFIT CORPORATION

HOME GIFT USA CHARITIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	256
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
HOME GIFT USA CHARITIES, INC.
(a Florida not-for-profit corporation)

FIRST: The name of the Corporation shall be Home Gift USA Charities, Inc. (the "Corporation") and its principal address is 801 N. Magnolia, Suite 305, Orlando, FL 32803.

SECOND: The initial registered office of the Corporation is in the county Orange, state of Florida, and its incorporator and initial registered agent at that address is Gary W. Cain.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Boys & Girls Clubs of Central Florida, Inc. (the "Club"). If the Club ceases to be a "qualified organization" (a "qualified organization" is any organization described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Code), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation that further the exempt purposes of both the Corporation and the Club.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(c)(3). Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in

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any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. 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 loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The members of the Board of Directors of the Corporation (the "Board") shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. The Board shall initially consist of five (5) directors (the "Directors"). Each Director shall be entitled to one vote upon any matter properly submitted to the Board for their vote. Each

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of the Directors shall be appointed by the Board of Directors of the Club. The initial Directors and their respective addresses are:

Myma Canin
500 Delaney Ave., Suite 404
Orlando, FL 32801

Brian McDowell
200 S. Orange Avenue, Suite 2600
Orlando, FL 32802

Steven Ruoff
2200 Lucien Way, Suite 350
Maitland, FL 32751

Marion F. Hatcher III
720 Rugby Street
Orlando, FL 32854-0689

Les Eiserman
1400 W. Fairbanks Ave., Suite 102
Winter Park, FL 32789

A Director may, at any time, be removed by the Board of Directors of the Club with or without cause. A vacancy among the Directors may be filled, temporarily, by the remaining Directors, and permanently appointed by the Board of Directors of the Club. The Board may at any time increase or decrease the total number of Directors to a maximum of fifteen (15) and a minimum of five (5) Directors provided that all of the Directors approve the change.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation;
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws; or
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

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EIGHTH: Except as provided in Article SEVENTH, the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Board.

NINTH: The Corporation shall not have any members.

TENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Club if the Club is then a qualified organization at the time of the distribution. If the Club is not a qualified organization, then the assets of the corporation shall be distributed in such manner as the Corporation's Directors shall determine, but only to qualified organizations. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 2002.

HOME GIFT USA CHARITIES, INC.

By: 
MARION F. HATCHER III, Secretary

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

Home Gift USA Charities, Inc. (the "Corporation"), desiring to organize as a Florida corporation not for profit, has named and designated Gary W. Cain as its Registered Agent to accept service of process within the State of Florida with its registered office located at 801 N. Magnolia, Suite 305, Orlando, FL 32803.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31st day of October, 2002.



GARY W. CAIN,
Registered Agent

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