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FLORIDA NON-PROFIT CORPORATION

BROAD REACH FOUNDATION, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$78.75 |

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**ARTICLES OF INCORPORATION
OF THE
BROAD REACH FOUNDATION, INC.**

I, the undersigned incorporator, hereby form and establish a corporation NOT-FOR-PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I - NAME

The name of the Corporation is the "BROAD REACH FOUNDATION, INC."

ARTICLE II - PURPOSE

This Corporation is organized as a not-for-profit Corporation, and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and the objects and purposes to be exclusively transacted and carried on are:

1. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts and property of any sort, without limitation as to amount or value, and use, disburse, or donate the income and principal thereof for exclusively charitable, scientific, cultural, or educational purposes.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in

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opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

5. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future United States internal revenue law, 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.

ARTICLE III - POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its officers and directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the federal income tax exempt purposes of the Corporation.

ARTICLE IV - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not-for-profit corporation.

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ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The location of the Corporation's principal place of business is 63 North River Road, Stuart, Florida 34996, and the name of the Registered Agent of the Corporation at that address is ROBERT E. HODDER. The Board of Directors may from time to time move the Registered Office to any other street address in the state of Florida and may establish branch and other offices within or without the state of Florida.

ARTICLE VI - MEMBERS

The Members of this Corporation shall consist of the first Board of Directors, and such other persons as qualify for membership in accordance with the By-Laws of the Corporation. The By-Laws of this Corporation may provide for classes of membership.

ARTICLE VII - DURATION

The term for which this Corporation shall exist is perpetual.

ARTICLE VIII - OFFICERS

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. The officers shall be elected or appointed and shall have such duties as are provided in the By-Laws.

The following persons shall serve as the officers of the Corporation from its inception, and until their successors are duly elected and qualified:

| <u>Name</u> | <u>Office</u> |
|---------------------|---------------------|
| Robert E. Hodder | President |
| Laura Lynn Stephens | Vice-President |
| Jean R. Hodder | Secretary/Treasurer |

ARTICLE IX - DIRECTORS

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The Board of Directors of this Corporation shall not be less in number than three (3) persons. In the event of a vacancy on the Board of Directors by reason of a resignation, removal or increase in the number of persons on the board, the remaining directors by affirmative vote thereof (whether or not constituting a quorum) may fill such vacancy in the event that the vacancy shall reduce the number of the directors on the board to less than three (3) persons. Any director may resign his office and such resignation shall be effective when submitted in writing to both the President and the Secretary of the Corporation. Any director may be removed from office with or without cause by an affirmative vote of the remaining directors, whether or not constituting a quorum, at a regular or special meeting of the Board of Directors, provided that notice of such proposed action is set forth in the notice of the meeting which is sent to the directors. The directors shall be elected as provided in the By-Laws.

The names and street addresses of the initial Board of Directors is as follows:

Robert E. Hodder
63 North River Road
Stuart, Florida 34996

Jean R. Hodder
63 North River Road
Stuart, Florida 34996

Rebecca Hodder Stephens
1001 Woodlot Ridge
Chapel Hill, NC 27516

Warren Timothy Stephens
1001 Woodlot Ridge
Chapel Hill, NC 27516

Laura Lynn Hodder
1700 46th Avenue
San Francisco, CA 94122

Matthew Hitchcock Alexander
1700 46th Avenue
San Francisco, CA 94122

ARTICLE X - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the entire Board of Directors in any manner

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ARTICLE X - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the entire Board of Directors in any manner permitted by the By-Laws provided such amendment, alteration or rescission is in accord with the purposes of the Corporation as set forth in these Articles.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the directors of the Corporation. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member, director or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Robert E. Hodder
63 North River Road
Stuart, Florida 34996

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 6th day of November, 2002.


ROBERT E. HODDER

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STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of November, 2002, by ROBERT E. HODDER, who is either personally known to me or who has produced his drivers license as identification.

David Kalppi
Notary Public State of Florida

My Commission Expires: May 5, 2006



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, BROAD REACH FOUNDATION, INC., a not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Incorporation in the City of Stuart, Martin County, State of Florida, has named ROBERT E. HODDER, whose address is, 63 North River Road, Stuart, Florida 34996, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: November 6th, 2002


Robert E. Hodder

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