

9.20.02 9:39AM  
Division of Corporations

HILL WARD HENDERSON

NO. 14

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**NO2000009441**

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
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**FLORIDA NON-PROFIT CORPORATION**

**Garcia Family Foundation II, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
OF  
GARCIA FAMILY FOUNDATION II, INC.**

I, the undersigned incorporator, file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of this corporation shall be:

**GARCIA FAMILY FOUNDATION II, INC.**

The address of this corporation shall be 1122 94th Avenue North, St. Petersburg, Florida 33702 or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II  
Tax Matters; Purposes; Dedication of Property**

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated for charitable purposes, including for such purpose, the making of distributions to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and exempt from taxation under Section 501(a) of the Code. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles, shall use the whole or any part of the income from such property and such principal exclusively for its charitable, scientific or educational purposes.

(b) The corporation shall distribute such amounts at such times and in such a manner as to not become subject to the tax under Section 4942 of the Code or the corresponding section of any future federal tax code.

The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding section of any future federal tax code.

The corporation is prohibited from retaining any excess business holdings as defined in Section 4943(c) of the Code or the corresponding section of any future federal tax code.

The corporation is prohibited from making any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code or the corresponding section of any future federal tax code and from making any taxable expenditures as defined in Section 4945(d) of the Code or the corresponding section of any future federal tax code.

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(c) The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, 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 affecting one or more of its purposes).

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. No member, 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 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, or in opposition to, any candidate for public office.

If the corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General of the State of Florida or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

(d) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Federal tax code, or to the Federal, state, or local government body to be used for exclusively public purposes, as the Board of Directors determines.

### ARTICLE III Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes as amended, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized.

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ARTICLE IV  
Members and Directors

The members of this corporation shall consist of such persons, over eighteen (18) years of age or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation. The Board of Directors shall be appointed or elected as set forth in the bylaws.

ARTICLE V  
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI  
Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Martin L. Garcia	1122 94th Avenue North St. Petersburg, Florida 33702

ARTICLE VII  
Registered Office and Registered Agent

The name of the corporation's initial registered agent is Martin L. Garcia and the street address of the corporation's initial registered office is 1122 94th Avenue North, St. Petersburg, Florida 33702. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE VIII  
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, amendment of the Articles, required to be taken at any meeting may

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be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

EXECUTED: November 28<sup>th</sup>, 2002

  
Martin L. Garcia, Incorporator

#### REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

Signature:   
Martin L. Garcia

Date: November 28<sup>th</sup>, 2002

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