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FLORIDA NON-PROFIT CORPORATION

Florida Rural Cities and Communities, Inc.

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ARTICLES OF INCORPORATION
OF
FLORIDA RURAL CITIES AND COMMUNITIES, INC.,
A NOT FOR PROFIT CORPORATION

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In compliance with the requirements of Florida Statutes, Chapter 617 (2003), the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is FLORIDA RURAL CITIES AND COMMUNITIES, INC., a Florida corporation not for profit (hereafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Corporation is located at 650 Douglas Avenue, Suite 1035, Altamonte Springs, Florida 32701.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 369 North New York Avenue, Winter Park, Florida, 32789 and Jesse E. Graham, Jr. is hereby appointed the initial registered agent of this Corporation at that address.

ARTICLE IVPURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and is formed exclusively for charitable purposes including to receive contributions and pay them over to organizations as described in Section 501(c) (3) of the Internal Revenue Code (the "Code") and exempt from taxation under section 501(a) of the Code, and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise, provided same is exclusively in furtherance of such charitable purposes.

This Corporation is expressly prohibited from devoting more than an insubstantial part of its activities or resources towards attempting to influence legislation by propaganda or otherwise or directly or indirectly participating or intervening in, under any guise, any political campaign on behalf of or in opposition to any candidate for public office.

All assets of the Corporation of whatever form, are hereby dedicated for all time to charitable purposes. In the event of termination or dissolution of the Corporation, the assets of the Corporation shall in no event be distributed to the members, directors or officers, but shall be distributed in accordance with the charitable purposes for which this Corporation is formed by dedication to an appropriate public agency to be used for purposes similar to those for which this Corporation is formed or by grant, conveyance or assignment to any non-profit corporation, Corporation, trust, or other organization to be devoted to such similar purposes.

ARTICLE VINCORPORATOR

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

NAME	ADDRESS
Jesse E. Graham, Jr.	369 N. New York Avenue Winter Park, Florida 32789

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January 12, 2004

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ARTICLE VIBOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Corporation; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation. The initial Board of Directors shall consist of the following three (3) Directors, who shall serve until their resignation or removal and the appointment or election of their successors as provided in the Bylaws, as the case may be.

Richard Barnett

P.O. Box 660
Oak Hill, Florida 32759

Ronald H. Mercer

215 Indian Creek Road
Oak Hill, Florida 32759

Charles D. Carpenter

2301 Cherrywood Lane
Orlando, Florida 32803ARTICLE VIIDURATION

The Corporation shall exist perpetually, unless sooner dissolved by the unanimous vote of the Board of Directors and satisfied by the vote of the members, if any, or set forth in the By-Laws, and in accordance with Florida Law.

ARTICLE VIIIAMENDMENTS

Amendment of these Articles requires the approval of at least sixty-six and two-thirds percent (66 2/3%) of the members entitled, and in the absence of membership, then by the approval of a majority of the members of the Board of Directors then in office and entitled to vote.

ARTICLE IXBYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 12th day of January, 2004.

Signed, sealed and delivered
in the presence of:

INCORPORATOR:

[Signature]
Print Name: ESSE E. GRAHAM, JR.

[Signature]
JESSE E. GRAHAM, JR.

[Signature]
Print Name: Sue Anne Moss

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of January, 2004 by JESSE E. GRAHAM, JR. who is (a) personally known to me or (b) who has produced as identification.

[Signature]
NOTARY PUBLIC:
(Stamp Seal)



Sue Anne Moss
MY COMMISSION # CC72307 EXPIRES
December 16, 2004
HUNTER TRUST CO. & ASSOCIATES, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHO PROCESS MAY BE SERVED

Pursuant to Florida Statutes §48.091 and §617.0501, the following is submitted, in compliance with said acts:

FLORIDA RURAL CITIES AND COMMUNITIES, INC., a not-for-profit corporation, desiring to organize under Chapter 617, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 650 Douglas Avenue, Suite 1035, Altamonte Springs, Florida 32714 has designated Jesse E. Graham, Jr., 369 N. New York Avenue, Winter Park, Florida, 32789 as its Registered Agent to accept service of process within this State.

Having been designated as Registered Agent for the above-stated corporation at the place named in this Certificate, I hereby accept the appointment as Registered Agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with §617.0501, Florida Statutes, and I hereby agree to keep open the above named office as prescribed by §48.091, Florida Statutes.

DATED: January 12 2004



JESSE E. GRAHAM, JR.

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