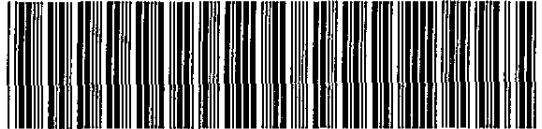


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PLEASE REPLY TO:

Tallahassee

February 11, 2004

**OCALA**  
3220 S.W. 33RD ROAD  
OCALA, FL 34474  
352.840.0330  
FAX 352.401.9518

**FT. LAUDERDALE**  
550 WEST CYPRESS CREEK ROAD  
SUITE 390  
FT. LAUDERDALE, FL 33309  
954.332.0050  
FAX 954.332.0052

**SARASOTA**  
1800 SECOND STREET  
SUITE 954  
SARASOTA, FL 34236-5930  
941.955.6141  
FAX 941.955.6244

HAND DELIVERY

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399


RE: Oak Tree Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation of Oak Tree Foundation, Inc. and a check in the amount of \$78.75 for filing, resident agent designation, and a certified copy of the articles. Please file said articles and return a certified copy to my attention.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

  
James N. McConnaughay

JNM:csj  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 12, 2004

MCCONNAUGHAY, DUFFY, COONROD, POPE & WEAVER, P.A.  
PO DRAWER 229  
TALLAHASSEE, FL 32301

SUBJECT: OAK TREE FOUNDATION, INC.  
Ref. Number: W04000006123

We have received your document for OAK TREE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 404A00009765

**ARTICLES OF INCORPORATION  
OF THE  
OAK TREE FOUNDATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**FILED**

2004 FEB 23 A 10:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I**

The name of the corporation is the Oak Tree Foundation, Inc. The place in this state where the principal office of the corporation is to be located is the City of Tallahassee, Leon County. The corporation's principal office and/or mailing address is 2201 Trescott Drive, Tallahassee, Florida 32308.

**ARTICLE II**

The corporation shall have a perpetual duration.

**ARTICLE III**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE V**

The street address of the initial registered office of the corporation is 2201 Trescott Drive, City of Tallahassee, County of Leon, State of Florida 32308. The name of its initial registered agent at that address is Elaine H. McConnaughay.

## **ARTICLE VI**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of the directors, to be held on or before April 1, 2004 at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the second annual meeting of the board following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on or about April 1 of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the director. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the directors to act in this manner.

The name and residential addresses of the persons who are to serve as the initial directors are:

Elaine H. McConnaughay, 2201 Trescott Drive, Tallahassee, Florida  
James N. McConnaughay, 2201 Trescott Drive, Tallahassee, Florida  
Jana Henry, 2806 Walter Scott, Tallahassee, Florida  
Melinda Adams, 4710 Melrose Avenue, Tampa, Florida  
Allen McConnaughay, 1424 Mitchell Avenue, Tallahassee, Florida.

## **ARTICLE VII**

The name and address of each incorporator are:

Elaine H. McConnaughay, 2201 Trescott Drive, Tallahassee, Florida  
James N. McConnaughay, 2201 Trescott Drive, Tallahassee, Florida

## **ARTICLE VIII**

The board of directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following person shall serve as corporate officer:

Elaine H. McConnaughay, President, 2201 Trescott Drive, Tallahassee, Florida  
Jana Henry, Vice President, 2806 Walter Scott, Tallahassee, Florida  
Allen McConnaughay, Treasurer, 1424 Mitchell Avenue, Tallahassee, Florida  
Melinda Adams, Secretary, 4710 Melrose Avenue, Tampa, Florida

## **ARTICLE IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the directors of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth in the bylaws.

## **ARTICLE X**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual. In furtherance thereof:

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
4. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

#### ARTICLE XI

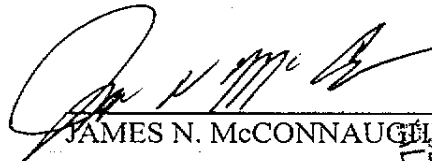
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of directors for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of directors of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 11<sup>th</sup> day of February, 2004.

  
ELAINE H. McCONNAUGHAY

  
JAMES N. McCONNAUGHAY

2004 FEB 23 A 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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