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FLORIDA NON-PROFIT CORPORATION

The Foundation For A Better Place, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 16, 2004

MCGUIRE WOODS LLP

SUBJECT: THE FOUNDATION FOR A BETTER PLACE, INC.
REF: W04000010487

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**ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR A BETTER PLACE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Corporation Not For Profit)

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is The Foundation for a Better Place, Inc. (hereinafter referred to as the "Foundation"). The current street address and principal office of the Foundation is 14101 Race Track Road, Tampa, Florida 33626-1306.

**ARTICLE II
AUTHORITY**

The Foundation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

**ARTICLE III
PURPOSES**

The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting the foregoing, the specific purposes of the Foundation are (a) to support those civic, social, and community activities, organizations, institutions, and undertakings that contribute towards "a better place" in neighborhoods served by the Foundation; (b) to support and facilitate civic engagement, social interaction, creative expression, and cultural diversity; (c) to foster the formation of, and investment in, "social capital;" and (d) to concentrate these efforts with a focus on the children of the communities served by the Foundation. The preceding sentence shall not limit the ability of the Foundation to carry out any other charitable and educational purposes as previously set forth in this Article.

**ARTICLE IV
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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

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candidate for public office. Furthermore, if at anytime the Foundation is classified as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE V DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged or adequate provisions made therefore, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VI MEMBERS

The Foundation shall have no members.

ARTICLE VII DIRECTORS

The number of directors of the Foundation shall be not less than six (6) and not more than twelve (12). The Foundation's Board of Directors shall consist of the following classes of directors.

(a) Permanent Director. The Foundation shall have one (1) director who is designated as the Permanent Director. The name and address of the Permanent Director are:

<u>Name</u>	<u>Address</u>
William L. Bishop	14101 Race Track Road Tampa, Florida 33626

The Permanent Director shall serve until death, incapacity, or resignation. Upon the death, incapacity, or resignation of the Permanent Director, the Foundation shall no longer have a Permanent Director and the class of Permanent Director shall be eliminated.

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(b) Public Official Directors. The Foundation shall have at least one (1) and no more than three (3) directors who are designated as the Public Official Directors. The Public Official Directors shall be elected annually by the Permanent Director, if any, and the Elected Directors for a term of one year. Each Public Official Director shall be an individual within the Tampa, Florida community who either works for a public body or is a publicly appointed or elected official. Public Official Directors may serve unlimited successive terms. No individual shall be elected as a Public Official Director without his or her prior consent.

(c) Elected Directors. As long as the Permanent Director is serving, the Foundation shall have at least four (4) and no more than eight (8) directors who are designated as the Elected Directors. If the Permanent Director is no longer serving, the Foundation shall have at least five (5) and no more than nine (9) directors who are designated as the Elected Directors. The names and addresses of the initial Elected Directors are:

<u>Name</u>	<u>Address</u>
Anne-Marie Lenton	14101 Race Track Road Tampa, Florida 33626
Charles Michael McDonald	14101 Race Track Road Tampa, Florida 33626
John F. Rinchart	c/o Glatting Jackson 33 East Pine Street Orlando, Florida 32801
Albert C. Kreischer, Jr.	c/o Fuentes & Kreischer 1407 W. Busch Boulevard Tampa, Florida 33612

At the first annual meeting of the Board of Directors, the number of Elected Directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Elected Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment; the terms of the Elected Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment; and the terms of the Elected Directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of Elected Directors shall be appointed by the Board of Directors for a term of three years to succeed those whose terms expire. Elected Directors may serve unlimited successive terms. No individual shall be elected as an Elected Director without his or her prior consent.

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**ARTICLE VIII
INDEMNIFICATION**

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The Foundation shall indemnify any officer, director, or employee, or any former officer, director, or employee, to the full extent permitted by law.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX
REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is Albert C. Kreischer, Jr., c/o Fuentes & Kreischer, 1407 W. Busch Boulevard, Tampa, Florida 33612.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is William L. Bishop, 14101 Race Track Road, Tampa, Florida 33626-1306.

**ARTICLE XI
INTERNAL REVENUE CODE**

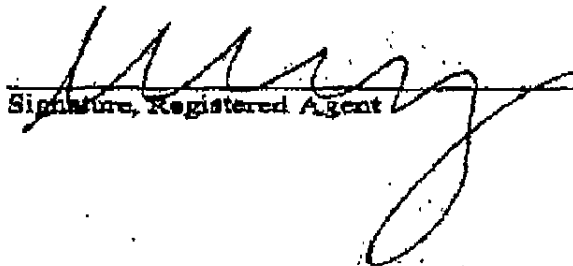
Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.



William L. Bishop, Incorporator

3/15/04
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature, Registered Agent

3/15/04
Date

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