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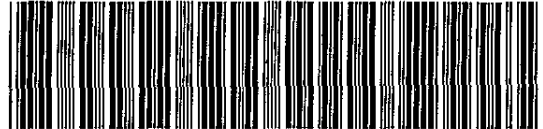
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June 4, 2004

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

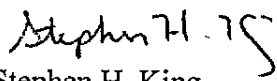
RE: Filing of Non-Profit Articles of Incorporation for:
Hughes Supply Family Fund, Inc. (1738-2)

Dear Sir or Madam:

Please find an original and two copies of the non-profit Articles of Incorporation of **Hughes Supply Family Foundation, Inc.** Please file the original and one copy and please date stamp the second copy and return it to us in the enclosed self-addressed stamped envelope. A check in the amount of \$70 made payable to the "Department of State" is also enclosed to cover the filing fee.

If additional information is necessary, please call the undersigned at 703-761-5000.
Thank you and best regards.

Sincerely,


Stephen H. King
Lisa D. Herbst

Enclosures: as stated

cc: John Z. Paré, Esq.
Mr. Monroe Harrison

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hughes Supply Family Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gannon & Grange, P.C.
Name (Printed or typed)
Stephen H. King/Lisa D. Herbst
8280 Greensboro Drive, 7th Floor
Address
McLean, VA 22102-3807
City, State & Zip
703-761-5000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
HUGHES SUPPLY FAMILY FUND, INC.

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DIVISION OF CORPORATIONS
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I, the undersigned, acting as incorporator, submit the following Articles of Incorporation for the purpose of forming a nonprofit corporation in compliance with Chapter 617 of the Florida Statutes (Not for Profit), and hereby certify that:

ARTICLE 1: Name. The name of the corporation is **Hughes Supply Family Fund, Inc.** hereinafter referred to as "the Corporation."

ARTICLE 2: Principal Office. The principal place of business and mailing address of this Corporation is: One Hughes Way, Orlando, FL 32805.

ARTICLE 3: Duration. The period of its duration is perpetual.

ARTICLE 4: Purposes. The Corporation 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 of 1986 or a related section of a successor statute (hereinafter "Code"), including but not limited to, assisting needy and at-risk families and individuals in practical ways. The Corporation may do any and all lawful acts which may be necessary or useful for the furtherance of its charitable and educational purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable or educational organization or organizations, exclusively for charitable or educational purposes.

ARTICLE 5: Membership. The Corporation shall have one class of members, the qualifications, rights and duties of which are set forth in the Bylaws of the Corporation.

ARTICLE 6: Tax Exempt Provisions. The property of this Corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under

Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 of the Code.

In the event the Corporation is found to be in any one year a "private foundation" as defined by Section 509 (a) of the Code, it shall be (1) required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code; (2) prohibited from any act of "self-dealing" as defined in Section 4941(d) of the Code; (3) prohibited from retaining any "excess business holdings" as defined by Section 4943(c) of the Code; (4) prohibited from making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and (5) prohibited from making any taxable expenditure as defined in Section 4945(d) of the Code.

Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

ARTICLE 7: Board of Directors. The manner in which the directors of the Corporation shall be elected shall be by a majority vote of the members.

ARTICLE 8: Initial Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Board of Directors until their successors shall be appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
David H. Hughes	One Hughes Way, Orlando, FL 32805
Thomas I. Morgan	One Hughes Way, Orlando, FL 32805
David Bearman	One Hughes Way, Orlando, FL 32805

ARTICLE 9: Limitation on Liability. To the fullest extent permitted by Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE 10: Initial Registered Agent and Address. The name and Florida street address of the initial registered agent is: Monroe Harrison, One Hughes Way, Orlando, FL 32805.

ARTICLE 11: Incorporator. The name and address of the incorporator is: Stephen H. King, Esq., 8280 Greensboro Drive, 7th Floor, McLean, VA 22102-3807.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 4th day of June 2004.

BY: Stephen H. King
Stephen H. King, Incorporator

Having been named as initial 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.

Monroe Harrison
Monroe Harrison
Dated: June 4, 2004

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