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JOHN P. RHODES
P.O. BOX 15581
SARASOTA, FL 34277

(Address)

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION
OF
TRACY DEE FUND, INC.
A Florida Non-Profit Corporation**

The undersigned incorporator to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the **State of Florida**.

ARTICLE I. NAME

The name of this corporation shall be TRACY DEE FUND, INC.

ARTICLE II. PURPOSE

The general purpose and plan of operation of this corporation shall be to secure funding that will help Tracy Dee Armstrong/ Carroll/ Fancher in her recovery from brain cancer surgery and long term care.

ARTICLE III. MANNER OF ELECTION OF DIRECTORS

The terms of admission and qualification for membership in this corporation shall be by application, written or oral and approved by appointment by the Chief Executive Officer. Any person desiring to aid this corporation and interested in addressing the spiritual, educational, and social needs of this community is eligible to become a member of the board of directors.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

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ARTICLE V. PRINCIPAL OFFICE

The principal office of this corporation shall be located at **4282 E. WEEPING WILLOW CIR.**, in the City of **WINTERSPRING**, County of **SEMINOLE**, State of Florida, and the post office address of said principal office of the corporation shall be at **4282 E. WEEPING WILLOW CIR., WINTERSPRING, FL 32707.**

ARTICLE VI. REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at **JOHN P. RHODES**, and the name of the initial registered agent at such address is **4282 E. WEEPING WILLOW CIR., WEEPING WILLOW CIR., WINTERSPRING, FL 32707.** Either the registered office or the registered agent may be changed in a manner provided by law.

ARTICLE VII. INCORPORATOR (S)

The said name and address of Incorporator(s) shall be:

**JOHN P. RHODES
P.O. BOX 15581
SARASOTA, FL 34277**

ARTICLE VIII. REGULATION OF BUSINESS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. **Management.** Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time.
2. **Officers.** The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.
3. **Contracts.** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested: and no contract, act, or transaction of the corporation with any person, firm, association, or

corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

4. **Notwithstanding Clause.** Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent tax laws.
5. **Inurement Clause.** No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of organization.
6. **Political/Legislative Clause.** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except otherwise provided by IRC 501 (h)) or

participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.


ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law.

ARTICLE X. DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

In Witness Whereof, the undersigned has hereunto set their hands on this 16 day of FEBRUARY 2005.



JOHN P. RHODES
Incorporator
P.O. BOX 15581
SARASOTA, FL 34277

**CONSENT FOR REGISTERED AGENT FOR
TRACY DEE FUND, INC.
A Florida Non-Profit Corporation**

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

Dated: FEB 16, 2005



JOHN P. RHODES, Registered Agent
4282 E. WEEPING WILLOW CIR.
WINTERSPRING, FL 32707

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