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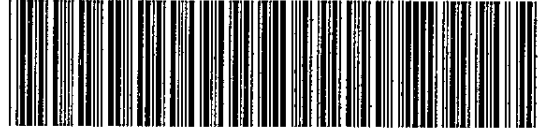
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FILED  
05 OCT -5 AM 7:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓  
10/6/05  
SWK  
W05-44795



September 26, 2005

VIA OVERNIGHT DELIVERY SERVICE

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Incorporation/Island One Foundation, Inc


Ladies and Gentlemen:

Please find enclosed for filing the following documents:

1. Duplicate executed Articles of Incorporation of Island One Foundation, Inc.
2. Check number 0097331 in the amount of \$87.50 for the filing fee, Certified Copy of the Articles of Incorporation and Certificate of Incorporation.

Please forward the certified copy and certificate to my attention. If you need anything, please feel free to contact me.

Sincerely,

  
Barbara A. Kerchner  
Manager of Legal Services  
407.362.5600  
407.206.5724 (fax)

**Resort Development & Hospitality Group**

8680 Commodity Circle • Orlando, Florida 32819-9000 • p | 407.859.8900 • f | 407.240.9506 • www.islandone.com



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 28, 2005

ISLAND ONE RESORTS  
8680 COMMODITY CIR.  
ORLANDO, FL 32819-9000

SUBJECT: ISLAND ONE FOUNDATION, INC.  
Ref. Number: W05000044795

We have received your document for ISLAND ONE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6840.

Bruce W Kitchens  
Document Specialist  
New Filings Section

Letter Number: 505A00059143

**ARTICLES OF INCORPORATION  
Of  
ISLAND ONE FOUNDATION, INC.**

FILED  
05 OCT -5 AM 7: 26

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Not for Profit Corporation Act (the "Act") set forth in Section 617 of the Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name**

The name of the Corporation is ISLAND ONE FOUNDATION, INC.

**ARTICLE II**  
**Duration**

Existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III**  
**Principal Office**

The principal office and mailing address of the Corporation is 8680 Commodity Circle, Orlando, Florida 32819.

**ARTICLE IV**  
**Corporate Purposes, Powers and Rights**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and contributions to which are deductible under Sections 170(c)(2) of the Code, or the corresponding provisions of any future federal tax laws.

Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, without limitation, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income and to distribute or expend the same for the above purposes.

**ARTICLE V**  
**No Personal Benefit**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles.

**ARTICLE VI**  
**Prohibited Acts**

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,

any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in the Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII  
Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VIII  
Compliance with Private Foundation Rules

In the event the Corporation is determined by the Internal Revenue Service to be a private foundation, as defined in Section 509 of the Code, the Corporation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code. All references to the Code shall include the corresponding provisions of any future federal tax laws.

ARTICLE IX  
Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE X  
Initial Board of Directors

The Board of Directors shall consist of not less than three (3) persons. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Deborah L. Linden	8680 Commodity Circle Orlando, Florida 32819
Cary J. Erfurth	8680 Commodity Circle Orlando, Florida 32819
Kurt P. Gruber	8680 Commodity Circle Orlando, Florida 32819

ARTICLE XI  
Election of Directors

The Board of Directors shall be elected at the organizational meeting and at each annual meeting thereafter, in the manner set forth in the Bylaws.

ARTICLE XII  
Initial Member

The initial members of the Corporation shall be Deborah L. Linden, whose address is 8680 Commodity Circle, Orlando, Florida 32819 and Cary J. Erfurth, whose address is 8680 Commodity Circle, Orlando, Florida 32819

ARTICLE XIII  
Amendment

Amendments to these Articles of Incorporation shall be adopted by a resolution by a majority of the Board of Directors at a meeting called for that purpose, in the manner set forth in the Bylaws.

ARTICLE XIV  
Registered Agent

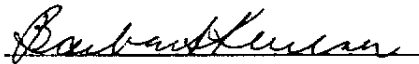
The name and street address of the registered agent is:

Ian J. Lyles, Esq.  
Korshak and Associates  
8680 Commodity Circle, Suite 101  
Orlando, Florida 32819

ARTICLE XV  
Incorporator

The name and address of the incorporator is Barbara A. Kerchner, 8680 Commodity Circle, Orlando, Florida 32819.

Executed this 26<sup>th</sup> day of September, 2005.

  
Barbara A. Kerchner, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been appointed to serve as registered agent to accept service of process for the Corporation, in its registered office located at 8680 Commodity Circle, Suite 101, Orlando, Florida 32819, hereby accepts such appointment and agrees to serve as registered agent. I am familiar with the appointment as registered agent and agree to act in this capacity.

9-26-05  
Date

  
Ian J. Lylen, Esq.