

N05000010408

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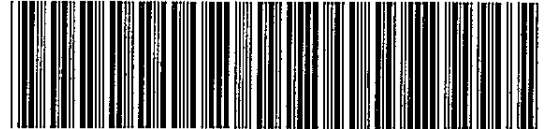
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2005

Resubmitted
Attch.



OMETRIAS D. LONG & ASSOCIATES, P. A.
ATTORNEYS AT LAW

SUN TRUST PLAZA
400 PARK AVENUE SOUTH, SUITE 150
WINTER PARK, FLORIDA 32789-4342

TELEPHONE
(407) 647-0823

FACSIMILE
(407) 647-6282

December 22, 2005

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Amendments
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: THE CARSON DELANEY LONG FOUNDATION, INC.

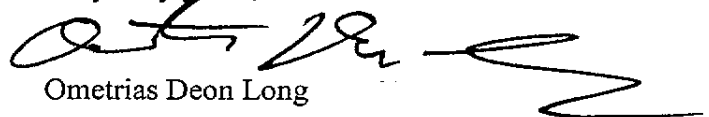
Dear Sir or Madam,

Enclosed you will find an original and a copy of the Amended Articles of Incorporation for THE CARSON DELANEY LONG FOUNDATION INC. a Florida Not-For-Profit Corporation. Also, enclosed is a check in the amount of Forty-Three Dollars and Seventy Five Cents (\$43.75) to cover the fee for filing the Amendment Articles of Incorporation and the requisite fee for a certified copy of the Amended Articles of Incorporation.

I would be very appreciative if upon filing the Amended Articles of Incorporation you would mail the certified copy to my office. If you have any questions please do not hesitate to contact.

With kind regards I am

Very truly yours,



Ometrias Deon Long

ODL/cm

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

January 4, 2006 AM 8:00

06 JAN 14 2006

OMETRIAS D LONG & ASSOCIATES, P.A.
400 PARK AVE S STE 150
WINTER PARK, FL 32789-4342

SUBJECT: THE CARSON DELANEY LONG FOUNDATION INC
Ref. Number: N05000010408

We have received your document for THE CARSON DELANEY LONG FOUNDATION INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

Please return 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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 706A00000296

**RESTATED ARTICLES OF INCORPORATION
OF
THE CARSON DELANEY LONG FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
06 JAN 11 PM
SECRETARY OF ST.
TALLAHASSEE FLORI.

Pursuant to Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator of **THE CARSON DELANEY LONG FOUNDATION, INC.**, a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is **THE CARSON DELANEY LONG FOUNDATION, INC.** (the "Corporation").

ARTICLE II

Principal Office and Address

The address of the Corporation's principal office is 400 Park Avenue South, Winter Park, Florida 32789.

ARTICLE III

Duration

The duration of this corporation is perpetual.

ARTICLE IV

Purpose

The general purposes for which the Corporation is organized are:

(a) To exist and operate solely for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the code.

(b) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of the Corporation, to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation, to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principal for the purposes of the Corporation, to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized, to lease or purchase such real, personal, or mixed property as may be necessary or desired to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same, to permit the use of any of its property for education, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or 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 Internal Revenue Code or regulations issued hereunder or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations issued thereunder.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in the opposition to any candidate for public office.
2. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Board of Trustees

The affairs of the Corporation shall be managed by a Board of Trustees. The number and manner of the election or appointment of Trustees and their terms of office shall be as provided in the By-Laws.

ARTICLE VII

Officers

The officers of this corporation may consist of a president, a vice president, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE VIII

Registered Office and Agent

The initial registered office of the Corporation shall be located at 400 Park Avenue South, Suite 150, Winter Park, Florida 32789. The initial registered agent of the Corporation at that address shall be Ometrias D. Long & Associates, P.A. c/o Ometrias Deon Long.

ARTICLE IX

Incorporator

The name and address of the sole incorporator of the Corporation is Ometrias Deon Long, c/o Ometrias D. Long Associates, P.A. 400 Park Avenue South, Suite 150, Winter Park, Florida 32789-4342.

ARTICLE X

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any entity that is not deemed a charitable tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, but the net assets of the Corporation shall be distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid,

satisfied, discharged, or adequate provision made therefore; (2) all remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Trustees of the Corporation.

ARTICLE XI

Bylaws

The bylaws of this corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XII

Amendment

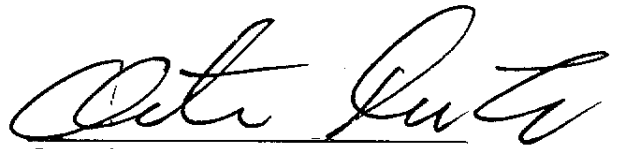
These Articles of Incorporation may be amended by the incorporator of the Corporation to the extent necessary to enable the Corporation to receive a written determination from the Internal Revenue Service that the Corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code. All other amendments to these Articles of Incorporation shall be made in the manner provided by law.

ARTICLE XIII

Indemnification

This corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to, Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of December, 2005.


Ometrias Deon Long, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

Ometrias D. Long & Associates, P.A., a Florida Professional Service Corporation, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. Ometrias D. Long & Associates, P.A. hereby states that it is familiar with, and hereby accepts, the obligations of registered agents set forth in the Florida Statutes, and that Ometrias D. Long & Associates, P.A. will further comply with any other provisions of law made applicable to here as Register Agent of the Corporation.

Dated this 2nd day of December, 2005.

OMETRIAS D. LONG
& ASSOCIATES, P.A.

BY: _____

Ometrias Deon Long
President