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SHUFFIELD LOWMAN

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# NO 5000012755

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Fax Number : (850) 205-0381

**EFFECTIVE DATE**

12-15-05

**From:**

Account Name : SHUFFIELD LOWMAN  
Account Number : I20030000118  
Phone : (407) 581-9800  
Fax Number : (407) 581-9801

## FLORIDA NON-PROFIT CORPORATION

**RAJIA ACKLEY FAMILY FOUNDATION, INC.**

Certificate of Status	0
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Page Count	06
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**ARTICLES OF INCORPORATION  
OF  
RAJIA ACKLEY FAMILY FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**  
**NAME AND ADDRESS**

**EFFECTIVE DATE**  
12-15-05

The name of the Corporation shall be RAJIA ACKLEY FAMILY FOUNDATION, INC., whose principal office and mailing address shall be located at 22 West Monument Avenue, Kissimmee, Florida 34741.

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation (the "Corporation") shall commence corporate existence at 12:01 a.m. on December 15, 2005, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The purpose this Corporation is created is to devote and apply its funds for charitable, religious, educational and scientific purposes, either directly or indirectly, by contributions to organizations duly authorized to carry on such activities and which have established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

**ARTICLE IV**  
**GENERAL POWERS**

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation will 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 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law.

## ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

## ARTICLE VI DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed exclusively to the organizations set forth in Article III which are then qualified under the provisions of Section 501(c)(3) of the Code.

ARTICLE VII  
MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, and the registered agent of the Corporation at that address shall be William R. Lowman, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Rajia N. Ackley  
22 West Monument Avenue  
Kissimmee, FL 34741

Dorothy Buse  
22 W. Monument Avenue, Suite 1  
Kissimmee, FL 34741

Julie Weinberger  
1005 Emmett Street  
Kissimmee, FL 34741

The manner in which directors are removed, elected or appointed will be stated in the Bylaws.

ARTICLE X  
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

William R. Lowman, Jr., Esq.  
1000 Legion Place, Suite 1700  
Orlando, Florida 32801

ARTICLE XI  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

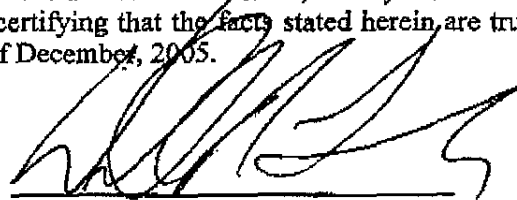
ARTICLE XIII  
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by the unanimous written approval of all the members of the Board of Directors.

ARTICLE XIV  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 20<sup>th</sup> day of December, 2005.



William R. Lowman, Jr., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RAJIA ACKLEY FAMILY FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, has named and designated William R. Lowman, Jr., as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20<sup>th</sup> day of December, 2005.



William R. Lowman, Jr.  
Registered Agent

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