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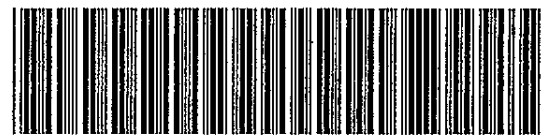
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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301

(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5457

December 22, 2005

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **FWC Employee Disaster Relief Fund, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters

Donna Marie Walters
Paralegal

/dmw

Enclosures

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**ARTICLES OF INCORPORATION
OF
FWC EMPLOYEE DISASTER RELIEF FUND, INC.**

These Articles shall be effective upon their filing with the Florida Department of State. The undersigned incorporators desire to form a corporation under the Florida Not for Profit Corporation Act and hereby adopt the following Articles of Incorporation:

**Article 1.
Name**

The name of this Corporation shall be **FWC Employee Disaster Relief Fund, Inc.**

**Article 2.
Principal Office and Mailing Address**

The principal place of business of the corporation shall be 620 South Meridian Street, Tallahassee, Florida 32399-1600. The mailing address shall be P.O. Box 11010, Tallahassee, Florida 32302-3010.

**Article 3.
Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article 4.
Corporate Powers**

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation

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shall not, except to an insubstantial degree, carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

- (a) 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);
- (b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (c) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (e) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

Unless otherwise indicated, as used in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 5.

Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article 6.
Board of Directors

Section 6.01. **Number and Powers of Board of Directors.** The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 6.02. **Initial Board of Directors.** The initial Board of Directors of the Corporation shall consist of three members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Charles B. Boston	c/o Wildlife Foundation of Florida, Inc. P.O. Box 11010 Tallahassee, Florida 32302
Victor Heller	c/o Wildlife Foundation of Florida, Inc. P.O. Box 11010 Tallahassee, Florida 32302
Kathleen Hampton	c/o Wildlife Foundation of Florida, Inc. P.O. Box 11010 Tallahassee, Florida 32302

Article 7.
Amendments

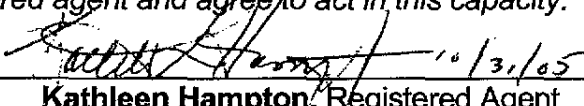
These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Kathleen Hampton
620 South Meridian Street
Tallahassee, Florida 32399-1600

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Kathleen Hampton, Registered Agent

Article 9.
Incorporators

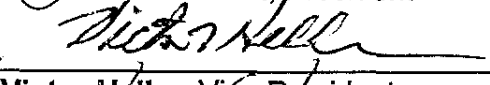
The names and addresses of the Incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Charles B. Boston	P.O. Box 11010 Tallahassee, Florida 32302
Victor Heller	P.O. Box 11010 Tallahassee, Florida 32302
Kathleen Hampton	P.O. Box 11010 Tallahassee, Florida 32302

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation of **FWC Employee Disaster Relief Fund, Inc.**, as of the 1 day of November, 2005.


Charles B. Boston, President

Date: 1-Nov-2005 2005


Victor Heller, Vice President

Date: 1-Nov-2005 2005


Kathleen Hampton, Treasurer

Date: 10/31, 2005