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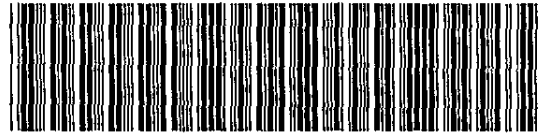
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06 MAR -6 PM 12:58

TALLAHASSEE, FLORIDA

RECEIVED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Benevolent Friends Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for : \$124.50

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ophelia McDaniels
Name (Printed or typed)

1814 SW Hickock Terrace
Address

Port St. Lucie, Florida 34953
City, State & Zip

772 336-3320
Daytime Telephone number

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

06 MAR -6 PM 12:58

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as Incorporator of a corporation under Chapter 617 the "Florida Not for Profit Corporation Act", adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the not for profit corporation shall be, **Benevolent Friends Association, Inc.**

ARTICLE II PRINCIPAL OFFICE

The mailing and street address of the principal office is:

1814 SW Hickock Terrace,
Port St. Lucie, Florida 34953.

ARTICLE III PURPOSE AND APPLICATION

In accordance with s. 617.0301 the corporation is organized to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida. The purposes include, without limitation, charitable, benevolent, educational, religious and scientific purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code. **To this end, the corporation shall conduct activities to improve the quality of life of developmentally and mentally challenged individuals; and individuals with behavioral/social challenges. The corporation is irrevocably dedicated to charitable purposes.**

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TALLAHASSEE, FLORIDA

**ARTICLE IV
ORGANIZATIONAL MEETING OF DIRECTORS**

After incorporation the Incorporator shall hold a meeting to elect a Board of Directors who shall complete the organization of the Corporation.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent is:

Pacific Registered Agents, Inc.
92 Sadberry Road
Quincy, Florida 32351

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator is as follows:

Ophelia McDaniels
1814 SW Hickock Terrace
Port St. Lucie, Florida 34953

Pursuant to s. 617.02011 the Incorporator shall:

- (a) promptly file a duly executed original copy of the Articles of Incorporation with the Department of State and in such other place or places as may be required by law; and
- (b) Tender and pay all fees, charges and do all other things requisite for the due formation of the corporation pursuant to the laws of the State of Florida.

ARTICLE VI INCORPORATION

The corporation existence begins when the Articles of Incorporation are filed with the Department of State and shall have a perpetual existence.

ARTICLE VIII BYLAWS

In accordance with s. 617.0206 the initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and must meet with the approval of the Incorporator. The Bylaws shall contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. Emergency Bylaws shall be adopted pursuant to s. 617.0207.

ARTICLE IX CORPORATE POWERS

Pursuant to s. 617.0302, s. 617.0303, and 617.0304, the Corporation shall have power to:

- (1) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (2) Adopt, use, and alter a common corporate seal. The seal must always contain the words "corporation not for profit."
- (3) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (4) Increase, as the Bylaws may direct, the number of its directors so that the numbers shall not be less than three and no more than five.
- (5) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other

obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise or income.

(6) Conduct the affairs, carry on the operations and have offices and exercise the powers granted by the Act in any state, territory, district or possession of the United States or any foreign country.

(7) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(8) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest hereunder or therein.

(9) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(10) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(11) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s.617.0833.

(12) Make donations for the public welfare or for religious, charitable scientific, education or other similar purposes.

(13) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

(14) Merge with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not for profit entity under a governing statute or other applicable law that permits such a merger.

(15) Emergency powers shall be adopted pursuant to s. 617.0303.

(16) In accordance with 617.0304 the Corporation's power to act may be challenged:

(a) In a proceeding by a member against the Corporation to enjoin the act;

(b) In a proceeding by the Corporation, directly, derivatively, or through a receiver, trustee, or other legal representative, or through members in a representative suit, against an incumbent or former officer, employee, or agent of the corporation; or

(c) In a proceeding by the Attorney General, as provided in the Act, to dissolve the corporation or in a proceeding by the Attorney General to enjoin the Corporation from the transaction of unauthorized business.

(d) In a member's proceeding under paragraph (2)(a) to enjoin an unauthorized Corporation act, the court may enjoin or set aside the Act, if equitable and if all affected persons are parties to the proceeding, and may award damages for loss (other than anticipated profits) suffered by the Corporation or another party because of enjoining the unauthorized act. .

ARTICLE X CORPORATE NAME

10.1 The Corporate name is **Benevolent Friends Association, Inc.**, to clearly indicate that it is a corporation instead of a natural person, unincorporated association, or partnership.

10.2 The identification "Inc." shall appear after the name of the Corporation on all correspondence, stationery, checks, invoices and any and all documents and papers executed by the Corporation.

ARTICLE XI CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT; RESIGNATION OF REGISTERED AGENT

Pursuant to s. 617.0502 the Corporation may change its registered office or its registered agent upon filing a statement of change with the Department of

State. Process against the Corporation may be served in accordance with chapter 48 or chapter 49. Any notice to or demand on the Corporation made pursuant to s. 617.0504 may be made to the chair of the Board, or other office, the registered agent of the corporation at the registered office of the Corporation in Florida, or any address in Florida that is in fact the principal office of the Corporation in Florida.

ARTICLE XII SERVICE OF PROCESS, NOTICE OR DEMAND

Any notice to or demand on the Corporation made pursuant to s. 617.0504 may be made to the chair of the board, the president, any vice president, the secretary, the treasurer, the registered agent of the Corporation at the registered office of the Corporation in the state of Florida, or any address in Florida that is in fact the principal office of the corporation in Florida.

ARTICLE XIII LIMITATIONS PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO MEMBERS PROHIBITED

Pursuant to s. 617.0505, and at all times the following shall operate as conditions restricting the operations and activities of the Corporation:

13.1 A dividend shall not be paid, and any part of the income or profit of the Corporation may not be distributed, to its members, directors, or officers.

13.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 III hereof.

13.3 No 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

13.4 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

13.5 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV MEMBERS, GENERALLY

Pursuant to s. 617.0601:

14.1 The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined and regulated in the Corporation's Bylaws.

14.2 The qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provided notice of meetings and activities of the members shall be set forth in the Bylaws.

14.3 The Corporation shall keep a membership book containing, in alphabetical order, the name and address of each member. The Corporation shall also keep records in accordance with s. 617.1601.

14.4 Membership in the Corporation may be terminated in the manner provided by law, or by the Bylaws, and a termination of membership shall be recorded in the membership book. All rights and privileges of a member cease on termination of membership.

ARTICLE XV LIABILITY OF MEMBERS

15.1 A member of the Corporation is not, as such, personally liable for any act, debt, liability, or obligation of the Corporation.

15.2 A member may become liable to the Corporation for dues, assessments, or fees as provided by law.

ARTICLE XVI VOTING BY MEMBERS

Pursuant to 617.0721 Corporation members are not entitled to vote except as conferred by the Bylaws.

(a) A member who is entitled to vote may vote in person or, as provided in the Bylaws. A member may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. An appointment of a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.

ARTICLE XVII MEETINGS OF MEMBERS (GENERALLY) FAILURE TO HOLD ANNUAL MEETING; SPECIAL MEETING; CONSENT TO CORPORATE ACTIONS WITHOUT MEETINGS; WAIVER OF NOTICE OF MEETINGS

17.1 The frequency of all meetings of members, the time and manner of notice of such meetings, the conduct and adjournment of such meetings, the

determination of members entitled to notice or to vote at such meetings, and the number or voting power of members necessary to constitute a quorum, shall be in accordance with the Bylaws. The place and time of all meetings shall be determined by the Board of Directors.

17.2 Failure to hold an annual meeting does not cause forfeiture or give cause for dissolution of the corporation, nor does such failure affect otherwise valid corporate acts.

17.3 Special meetings of the members may be called by the chair of the Board of Directors, the Board of Directors or as provided in the Bylaws.

17.4 Action required or permitted by this Act to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the Corporation by delivery to its principal office in Florida, its principal place of business, the Corporate secretary, or other agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 60 days of the date of the earliest dated consent and is delivered in the manner required by this section.

17.5 Any written consent may be revoked prior to the date that the Corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Corporation at its principal office in Florida or its principal place of business, or received by the Corporate secretary or other officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded.

17.6 Within 10 days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action

but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

17.7 A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

17.8 If the action to which the members consent is such as would have required the filing of a certificate under any other section of the Act if such action had been voted on by members at a meeting thereof, the certificate filed under such other section must state that written consent has been given in accordance with the provision of this section.

17.9 Whenever action is taken pursuant to this section, the written consent of the members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of proceedings of members.

17.10 Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver.

17.11 Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

ARTICLE XVIII

QUORUM

An amendment to the Articles of Incorporation or the Bylaws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

**ARTICLE XIX
REQUIREMENT FOR AND DUTIES OF THE
BOARD OF DIRECTORS**

Pursuant to s. 617.302 and s. 617.0801 all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the Board of Directors, subject to the limitations set forth in the Articles of Incorporation.

**ARTICLE XX
QUALIFICATIONS OF DIRECTORS**

Directors shall be natural persons who are 18 years of age or older. Directors need not be residents of the state of Florida. The Bylaws prescribe additional qualifications for directors.

**ARTICLE XXI
NUMBER OF DIRECTORS**

21.1 The Board of Directors will consist of three or more individuals.

21.2 The number of directors may be increased or decreased from time to time by amendment as provided in the Bylaws but the Corporation shall never have fewer than three directors.

21.3 Directors will be appointed in the manner provided in the Articles of Incorporation and Bylaws.

**ARTICLE XXIII
STAGGERED TERMS FOR DIRECTORS**

Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office or death.

**ARTICLE XXIV
RESIGNATION OF DIRECTORS**

1. A director may resign at any time by delivering written notice to the Board of Directors or its chair or to the Corporation.
2. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**ARTICLE XXV
REMOVAL OF DIRECTORS**

In accordance with 617.2103, a director may be removed from office pursuant to procedures provided in the Bylaws.

**ARTICLE XXVI
VACANCY ON BOARD**

26.1 Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the Corporation is located.

26.2 A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. A directorship to be filled by reason of an increase in the number of directors may be filled by the Board of directors, but only for a term of office continuing until the next election of directors by the members or, if the Corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the Bylaws.

26.3 A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under s. 617.807 or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

ARTICLE XXVII COMPENSATION OF DIRECTORS

In accordance with s. 617.08101 the Board of Directors may fix the compensation of directors.

ARTICLE XXVIII MEETINGS

28.1 The Board of Directors may hold regular or special meetings in or out of the State of Florida.

28.2 A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

28.3 Meetings of the Board of Directors may be called by the chair of the Board.

28.4 The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE XXIX
ACTION BY DIRECTORS WITHOUT A MEETING

29.1 Action required or permitted by this Act to be taken at a Board of Director's meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

29.2 Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

29.3 A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE XXX
NOTICE OF MEETINGS

30.1 Regular meetings of the Board of Directors shall be held with notice of the date, time, place, or purpose of the meeting.

30.2 A special meeting of the Board of Directors shall be preceded by at least 2 days notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting.

ARTICLE XXXI
NOTICE

31.1 Notice shall be in writing or oral and reasonable under the circumstances.

31.2 Notice shall be communicated in person; by telephone, telegraph, teletype, electronic network (e-mail) or by mail.

31.3 Written notice is effective:

- (a) When mailed, shall be postpaid and correctly addressed to the member's address shown in the Corporation's current record of members:
- (b) When transmitted by facsimile telecommunication, to a number at which the member has consented to receive notice;
- (c) When transmitted by electronic mail (e-mail), correctly directed to an electronic mail address at which the member has consented to receive notice;
- (d) When posted on an electronic network that the member has consented to consult, upon the later of:
 - 1. Such correct posting; or
 - 2. The giving of a separate notice to the member of the fact of such specific posting; or
- (e) When correctly transmitted to the member, if by any other form of electronic transmission consented to by the member to whom notice is given.

31.4 Consent by a member to receive notice by electronic transmission shall be revocable by the member by written notice to the Corporation. Any such consent shall be deemed revoked if:

- (a) The Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent; and
- (b) Such inability becomes known to the secretary or an assistant secretary of the Corporation, or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.

31.5 Written notice shall be addressed to the Registered Agent at its registered office or to the Secretary at its principal office shown in its most recent annual report or Articles of Incorporation.

31.6 Written notice is effective at the earliest date of the following:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

31.7 Oral notice is effective when communicated if communicated directly to the person to be notified.

31.8 An affidavit of the secretary, as assistant secretary, the transfer agent or other authorized agent of the Corporation that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.

ARTICLE XXXII WAIVER OF NOTICE

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawful called or convened.

ARTICLE XXXIII QUORUM AND VOTING

33.1 A quorum of the Board of Directors consists of a majority of the number of directors.

33.2 If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

33.3 A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or

(b) The director votes against or abstains from the action taken.

ARTICLE XXXIV COMMITTEES

34.1 The Board of Directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the Bylaws shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to:

(a) Approve or recommend to members actions or proposals required by the act to be approved by members.

(b) Fill vacancies on the Board of Directors or any committee thereof.

(c) Adopt, amends, or repeals the Bylaws.

34.2 In accordance with the Articles of Incorporation, ss. 617.0820, 617.0822, 617.0823 and 617.0824, which govern meetings, notice and waiver of notice and quorum and voting requirements of the Board of directors, apply to committees and their members as well.

34.3 Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board, by resolution adopted may designate one or more directors as alternate members of any such committee

who may act in the place and stead of any absent member or members at any meeting of such committee.

34.4 Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the Board of Directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation and such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE XXXV GENERAL STANDARDS FOR DIRECTORS

35.1 A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:

- (a) in good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

35.2 In discharging his or her duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other person as to matters the director reasonably believes are within the person's professional or expert competence; or
- (c) A committee of the Board of Directors of which he or she is not a member if the director reasonably believes the committee merits confidence.

35.3 A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 2 (35.2) unwarranted.

35.4 A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Article.

ARTICLE XXXVI LIABILITY OF DIRECTORS

Pursuant to s. 607.0831;

36.1 A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, by a director, unless:

(a) The director breached or failed to perform his or her duties as a director; and

(b) The director's breach of, or failure to perform, those duties constitutes:

1. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
3. A circumstance under which the liability provisions of 607.0834 are applicable;
4. In a proceeding by or in the right of the corporation to procure a judgment in it is favor or by or in the right of a member, conscious disregard for the best interest of the Corporation, or willful misconduct; or

5. In a proceeding by or in the right of someone other than the Corporation or a member, recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

6. A director is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director are not prohibited by state or federal law or regulation and without further limitation:

(a) The transaction and the nature of any personal benefits derived by a director are disclosed or known to the members entitled to vote, and the transaction was authorized, approved, or ratified by the affirmative vote or written consent of such members; or

(b) The transaction was fair and reasonable to the Corporation at the time it was authorized by the Board, a committee, or the members, notwithstanding that a director received a personal benefit.

36.2 The circumstances set forth in this Article are not exclusive and do not preclude the existence of other circumstances under which a director will be deemed not to have derived an improper benefit.

ARTICLE XXXVII DIRECTOR CONFLICTS OF INTEREST

In accordance with s. 617.0832;

37.1 No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the

contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee or the members.

37.2 Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XXXVIII LOANS TO DIRECTORS OR OFFICERS

Pursuant to s. 617.0833, Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers is a director or officer holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under s.501(c)(3) of the Internal Revenue Code of 1986, as amended.

38.2 A loan made in violation of this section is a violation of the duty to the Corporation, but the obligation of the borrower with respect to the loan shall not be affected thereby.

ARTICLE XXXIX
OFFICERS AND DIRECTORS OF CERTAIN CORPORATIONS
AND ASSOCIATION NOT FOR PROFIT; IMMUNITY FROM CIVIL
LIABILITY

In accordance with s. 617.0834;

39.1 An officer or director of a nonprofit organization recognized under s. 501(c)(3) or s. 501(c)(4) or s. 501(c)(6) of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

(a) The officer or director breached or failed to perform his or her duties as an officer or director; and

(b) The officer's or director's breach of, or failure to perform, his or her duties constitute:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had not reasonable cause to believe his or her conduct was unlawful.

A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal laws, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

39.2 For the purposes of this Article, the term:

(a) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the officer or director; and

2. Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(b) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(c) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

ARTICLE XL PROHIBITED ACTIVITIES

Pursuant to s. 617.0835;

40.1 As used in this Article, Article references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws. The Corporation, during the period it is a "private foundation" as defined in s. 509(a), shall not:

(a) Engage in any act of "self-dealing," as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a);

(b) Retain any "excess business holdings," as defined in s. 4943(c), which would give rise to any liability for the tax imposed by s. 4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s. 4944, so as to give rise to any liability for the tax imposed by s. 4944(a); and

(d) Make any "taxable expenditures," as defined in s. 4945(d), which would give rise to any liability for the tax imposed by s. 4945(a).

40.2 The Corporation, during the period it is a "private foundation" as defined in s. 509, shall distribute, for the purposes specified in the Articles of Incorporation or organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by s. 4942(a).

40.3 The provisions of subsection 40.2 do not apply to the Corporation to the extent that a court of competent jurisdiction determines that such application would be contrary to the terms of the Articles of Incorporation or Bylaws and the same may not properly be changed to conform.

40.4 This Article shall not impair the rights and powers of the courts or of the Department of Legal Affairs with respect to the Corporation.

ARTICLES XLI REQUIRED OFFICERS

41.1 The Corporation shall have the officers described in the Bylaws who shall be elected or appointed at such time and for such terms as provided in the Bylaws.

41.2 The Bylaws or the Board of Directors shall delegate to one of the officers responsibility for preparing minutes of the directors and members meeting and for authenticating records of the Corporation.

41.3 The same individual may simultaneously hold more than one office in the Corporation.

ARTICLE XLII DUTIES OF OFFICERS

Each officer has the authority and shall perform the duties set forth in the Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by the Board of Directors or by direction of any officer authorized by the Bylaws or the Board of Directors to prescribe the duties of other officers.

ARTICLE XLIII
RESIGNATION AND REMOVAL OF OFFICERS

43.1 An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.

43.2 A Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

ARTICLE XLIV
**INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES
AND AGENTS**

44.1 The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

44.2 The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in

its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, except that no indemnification shall be made under this Article in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

44.3 To the extent that a director, officer, employee, or agent of a corporation has been successful on the merit or otherwise in defense of any proceeding referred to in 44.1 or 44.2 or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

44.4 Any indemnification under 44.1 or 44.2, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in 44.1 or 44.2. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is to obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

1. Selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or
2. If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(d) By the members by a majority vote of a quorum consisting of members who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

44.5 Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (4) (c) shall evaluate the reasonableness of expenses and may authorize indemnification.

44.6 Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

44.7 The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the abuse of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interest of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

44.8 Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provide when authorized or ratified, to a person who has ceased to be a director officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrator of such a person, unless otherwise provided when authorized or ratified.

44.9 A director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expense, including expense incurred in seeking court ordered indemnification or advancement of expense, if it determines that:

(a) The director, officer, employee, or agent is entitled to mandatory indemnification under 44.3, in which case the court may also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) The director, officer, employee, or agent is entitled to indemnification or advancement of expense, or both, by virtue of the exercise by the Corporation of its power pursuant to 44.7; or

(c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in 44.1, 44.2, or 44.7.

44.10 For purposes of this section, the term "corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporations a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

44.11 For purposes of this section:

- (a) The term "other enterprises" includes employee benefit plans;
- (b) The term "expense" includes counsel fees, including those for appeal'
- (c) The term "proceeding" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;
- (d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;
- (e) The term "agent" includes a volunteer;
- (f) The term "serving at the request of the corporation" includes any service as a director, officer, employee, or agent of the corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and
- (g) The term "not opposed to the best interest of the corporation" describes the actions of a person who acts in good faith and in a manner he or she

reasonably believes to be in the best interest of the participants and beneficiaries of an employee benefit plan.

44.12 The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this section.

ARTICLE XLV CONTRACT RIGHTS OF OFFICERS

45.1 The appointment of an officer does not itself create contract rights.

45.2 An officer's removal does not affect the officer's contract rights, if any, with the Corporation. An officer's resignation does not affect the Corporation's contract rights, if any, with the officer.

ARTICLE XLVI AUTHORITY TO AMEND THE ARTICLES OF INCORPORATION

46.1 The Corporation may amend its Articles of Incorporation at any time as provided in this act.

46.2 A member of the Corporation does not have a vested property right resulting from any provision in the Articles of Incorporation, including provisions relating to management, control, purpose, or duration of the corporation.

ARTICLE XLVII
PROCEDURE FOR AMENDING ARTICLES OF INCORPORATION

47.1 Amendments to the articles of Incorporation must be made in the following manner:

(a) If there are members entitled to vote on a proposed amendment to the Articles of Incorporation, the Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or the Bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or any larger or smaller percentage specified in the Articles of incorporation or the Bylaws, of the votes which members present at such meeting or represented by proxy are entitled to cast; or

(b) If there are no members or if members are not entitled to vote on proposed amendments to the Articles of Incorporation, an amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

47.2 Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE – XLVIII
CONTENTS OF ARTICLES OF AMENDMENT

48.1 The articles of amendment must be executed by the Corporation as provided in S. 617.01201 and must set forth:

- (1) The name of the Corporation;
- (2) The text of each amendment adopted;

(3) If there are members entitled to vote on a proposed amendment, the date of the adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval; and

(4) If there are no members or if members are not entitled to vote on a proposed amendment, a statement of such fact and the date of the adoption of the amendment by the Board of Directors.

ARTICLE XLIX

RESTATED ARTICLES OF INCORPORATION

49.1 The Corporation's Board of Directors may restate its Articles of Incorporation at any time with or without a vote of the members.

49.2 The restatement shall include one or more amendments to the Articles. If the restatement includes an amendment requiring member approval, it shall be adopted as provided in s. 617.1002.

49.3 The Corporation shall deliver to the Department of State for filing Articles of restatement, executed in accordance with the provisions of s. 617.01201, setting forth the name of the Corporation and the text of the restated Articles of Incorporation together with a certificate setting forth:

(a) Whether the restatement contains an amendment to the Articles requiring member approval and, if it does not, that the Board of Directors adopted the restatement; or

(b) If the restatement contains an amendment to the Articles requiring member approval, the information required by s. 617.1006.

49.4 Duly adopted restated Articles of Incorporation superseded the original Articles of Incorporation and all amendments to them.

49.5 The Department of State may certify restated articles of incorporation, as the articles of incorporation currently in effect, without including the certificate information required by 49.3.

ARTICLE L
AMENDMENT PURSUANT TO REORGANIZATION;
EFFECT OF AMENDMENT; PLAN OF MERGER;
APPROVAL OF PLAN OF MERGER; ABANDONMENT
OF PLAN THEREAFTER; ARTICLES OF MERGER;
EFFECT OF MERGER; MERGER OF DOMESTIC AND
FOREIGN CORPORATIONS; MERGER OF DOMESTIC
CORPORATION AND OTHER BUSINESS ENTITIES

Pursuant to ss. 617.1008; 617.1009; 617.1101; 617.1103; 617.1105; 617.1106; 617.1107; 617.1108 and other applicable provisions of this Chapter shall apply and be implemented for a merger involving the Corporation.

ARTICLE LI
SECURED TRANSACTIONS AND OTHER DISPOSITIONS OF
CORPORATE PROPERTY AND ASSETS NOT REQUIRING
MEMBER APPROVAL

51.1 The Board of Directors may authorize any of the following transactions without any vote or consent of the members, even though the Corporation has members entitled to vote:

- (a) Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the Corporation;
- (b) Any sale, lease, exchange, or other disposition of less than substantially all the property and assets of the Corporation; and
- (c) Any sale of all or substantially all of the property and assets of the Corporation if:
 - 1. The Corporation is insolvent and a sale for cash or its equivalent is deemed advisable by the Board in order to meet the liabilities of the Corporation; or

2. The corporation was incorporated for the purpose of liquidating such property and assets.

51.2 Any transaction made pursuant to this Article without any vote or consent of the members may be upon such terms and conditions and for such consideration as the Board may deem to be in the best interest of the Corporation.

ARTICLE LII
SALE, LEASE, EXCHANGE, OR OTHER DISPOSITION OF
CORPORATE PROPERTY AND ASSETS REQUIRING MEMBER
APPROVAL

A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation, in all cases other than those not requiring member approval as specified in Article LI(s.617.1201), may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for profit, domestic or foreign, and shall be authorized in the following manner:

52.1 If the Corporation has members entitled to vote on the sale, lease, exchange, or other disposition of Corporate property, the Board of Directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation shall be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or the Bylaws. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may approve or fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the Corporation therefore. Such authorization requires at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the Board of

Directors may, in its discretion, abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of their parties under any contracts relating to such sale, lease, exchange, or other disposition, without further action or approval by members.

52.2 If the Corporation has no members or if its members are not entitled to vote thereon, a sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Corporation shall be authorized by a majority vote of the Directors then in office.

ARTICLE LIII
VOLUNTARY DISSOLUTION OF CORPORATION PRIOR TO
CONDUCTING ITS AFFAIRS;
DISSOLUTION OF CORPORATION; ARTICLES OF
DISSOLUTION; REVOCATION OF DISSOLUTION

Pursuant to ss. 617.1401; 617.1402; 617.1403; 617.1404; and other applicable provisions of this Chapter shall apply and be implemented for dissolution of the Corporation.

ARTICLE LIV
PLAN OF DISTRIBUTION OF ASSETS

54.1 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

54.2 A plan providing for the distribution of assets, not inconsistent with the Act or the Articles of Incorporation, shall be the following:

If the Corporation has members entitled to vote on a plan of distribution of assets, the Board of Directors must adopt a resolution recommending a plan

of distribution and directing its submission to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting in accordance with Articles of Incorporation or the Bylaws. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.

54.3 If the Corporation has no members or if its members are not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

A plan of distribution of assets shall provide that:

(a) All liabilities and obligations of the Corporation are paid and discharged, or adequate provisions are made therefore;

(b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trust, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(e) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

54.4 A copy of the plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirement of 44.1 or 44.2 shall be filed with the Department of State.

ARTICLE LV EFFECT OF DISSOLUTION

55.1 The dissolved Corporation continues its corporate existence but shall not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including:

- (a) Collecting its assets;
- (b) Disposing of its properties that will not be distributed in kind pursuant to the plan of distribution of assets adopted under Article LIV (s. 617.1406);
- (c) Discharging or making provision for discharging its liabilities;
- (d) Distributing its remaining property in accordance with the plan of distribution of assets adopted under Article LIV (s. 617.1406); and
- (e) Doing every other act necessary to wind up and liquidate its affairs.

55.2 Dissolution of the Corporation does not:

- (a) Transfer title to the Corporation's property;
- (b) Subject its directors or officers to standards of conduct different from those which applied prior to dissolution;
- (c) Change quorum or voting requirements for its Board of Directors or members, change provisions for selection, resignation, or removal of its directors or officers or both, or change provisions for amending its Bylaws;
- (d) Prevent commencement of a proceeding by or against the corporation in its corporate name;

(e) Abate or suspend a proceeding pending by or against the Corporation on the effective date of dissolution; or

(f) Terminate the authority of the registered agent of the Corporation.

55.3 The directors, officers, and agents of the Corporation dissolved pursuant to s. 617.1403 shall not incur any personal liability thereby by reason of their status as directors, officers, and agents of the dissolved.

55.4 The name of the dissolved corporation shall not be available for assumption or use by another corporation until after 120 days after the effective date of dissolution.

**ARTICLE LVI
GROUNDS FOR ADMINISTRATIVE DISSOLUTION;
PROCEDURE FOR AND EFFECT OF
ADMINISTRATIVE DISSOLUTION;
REINSTATEMENT FOLLOWING;
ADMINISTRATIVE DISSOLUTION; APPEAL
FROM DENIAL OF REINSTATEMENT; GROUNDS
FOR JUDICIAL DISSOLUTION; RECEIVERSHIP OR
CUSTODIANSHIP; JUDGMENT OF DISSOLUTION;
DEPOSIT WITH DEPARTMENT OF FINANCIAL
SERVICES**

Pursuant to ss. 617.1420; 617.1421; 617.1422; 617.1423; 1430; 617.1432; 617.1433; 617.1440 and other applicable provisions of this Chapter shall apply to administrative and judicial dissolution of the Corporation; receivership/custodianship and deposit with Department of Financial services.

**ARTICLE LVII
CORPORATE RECORDS**

57.1 The Corporation shall keep as records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions

taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

57.2 The Corporation shall maintain accurate accounting records.

57.3 The Corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members.

57.4 The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

57.5 The Corporation shall keep a copy of the following records:

(a) The Articles or restated Articles of Incorporation and all amendments to them currently in effect.

(b) Its Bylaws or restated Bylaws and all amendments to them currently in effect.

(c) The minutes of all members' meetings and records of all action taken by members without a meeting for the past 3 years.

(d) Written communications to all members generally or all members of a class within the past 3 years, including the financial statements furnished for the past 3 years under s. 617.1605.

(e) A list of the names and Business Street, or home if there is no business street, addresses of its current directors and officers.

(f) The most recent annual report delivered to the Department of State under s. 617.1622.

ARTICLE LVIII INSPECTION OF RECORDS BY MEMBERS

58.1 A member of the Corporation is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the

records of the Corporation described in Article LVI as provided by the Bylaws, if the member gives the Corporation written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy.

58.2 A member of the Corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any record of the Corporation as provided in the Bylaws, if the member gives the Corporation written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy:

58.3 A member may inspect and copy the records only if:

- (a) The member's demand is made in good faith and for a proper purpose;
- (b) The member's describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
- (c) The records are directly connected with the member's purpose.

58.4 This Article does not affect:

- (a) The right of a member to inspect and copy records under 608.4101 or, if the member is in litigation with the Corporation, to the same extent as any other litigant.
- (b) The power of a court, independently of this Act, to compel the production of corporate records for examination.

58.5 The Corporation may deny any demand for inspection made pursuant to 58.2 if the demand was made for an improper purpose, or if the demanding member has within 2 years preceding his or her demand sold or offered for sale any list of members of the Corporation or any other corporation, has aided or abetted any person in procuring any list of members for any such purpose, or has improperly used any information secured through any prior examination of the records of the Corporation or another Corporation.

58.6 For purpose of this Article, a "proper purpose" means a purpose reasonably related to such person's interest as a member.

ARTICLE LIX
SCOPE OF INSPECTION RIGHT
COURT ORDERED INSPECTION

Pursuant to ss. 617.1603 and 617.1604;

59.1 A member's agent or attorney has the same inspection and copying rights as the member he or she represents.

59.2 The right to copy records under Article LVIII (s. 617.1602) includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

59.3 The Corporation shall impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records. If the records are kept in other than written form, the Corporation shall convert such records into written form upon the request of any person entitled to inspect the same. The member shall bear the costs of converting any records described in 57.2.

ARTICLE LX
FINANCIAL REPORTS FOR MEMBERS

In accordance with s. 617.1605, within 60 days following the end of the calendar year, a complete financial report of actual receipts and expenditures for the previous 12 months shall be available to members. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

ARTICLE LXI
TAXATION

61.1 The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

61.2 The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

61.3 The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

61.4 The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue code, or the corresponding section of any future federal tax code.

61.5 The Corporation will not make any taxable expenditure as defined in section 4945 of the Internal Revenue code, or the corresponding section of any future federal tax code.

ARTICLE LXI I ANNUAL REPORT FOR DEPARTMENT OF STATE

62.1 In accordance with s. 617.1622 the Corporation shall deliver to the Department of State for filing a sworn annual report, on such form as the Department of State prescribes that sets forth:

- (a) The name of the Corporation and the state under the law of which it is incorporated;
- (b) The date of incorporation;
- (c) The address of the principal office and the mailing address of the Corporation;
- (d) The Corporation's federal employer identification number,
- (e) The names and business street addresses of its directors and principal officers;
- (f) The street address of its registered office in this state and the name of its registered agent at that office; and

(g) Such additional information as may be necessary or appropriate to enable the Department of state to carry out the provisions of this act.

62.2 The deposit of such report, on or before May 1, in the United States mail in a sealed envelope, properly addressed with postage prepaid, constitutes compliance with 60.1.

62.3 If the annual report does not contain the information required by 60.1 the Department shall promptly notify the corporation in writing and return the report for correction.

62.4 Each annual report shall be executed by the Corporation by an officer or director or, or if the Corporation is in the hands of a receiver or trustee, must be executed on behalf of the Corporation by such receiver or trustee, and the signing of the annual report shall have the same legal effect as if made under oath, without the necessity of appending such oath thereto.

62.5 The first annual report shall be delivered to the Department of State between January 1 and May 1 of the year following the calendar year in which the Corporation was incorporated. Subsequent annual reports must be delivered to the Department of state between January 1 and May 1 of the subsequent calendar years.

62.6 Information in the annual report must be current as of the Date the annual report is executed on behalf of the Corporation.

62.7 If an additional report is received, the department shall file the document and make the information contained therein part of the official record.

62.8 If the Corporation fails to file an annual report which complies with the requirements of this Article it may not maintain or defend any action in any court of Florida until such report is filed and all fees and taxes due under this Act are paid, and such corporation is subject to dissolution or cancellation of its certificate of authority to conduct its affairs as provided in the Act.

62.9 The Department shall prescribe the forms on which to make the annual report.

ARTICLE LXIII
CORPORATE INFORMATION AVAILABLE TO THE PUBLIC

In accordance with s. 617.1623, the Corporation shall maintain a registered agent and registered office in accordance with s. 617.0501, and current information regarding the Corporation shall be readily available to the public. At a minimum, the information shall include the text of the Articles of Incorporation all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each officer, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

ARTICLE LXIV
CORPORATION AUTHORIZED TO ACT AS TRUSTEE

In accordance with s. 617.2101, the Corporation may act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in such property. The Corporation may accept and hold the legal title to property, the beneficial interest of which is owned by any other eleemosynary institution or nonprofit corporation or fraternal, benevolent, charitable or religious society or association.

ARTICLE LXV
FINES AND PENALTIES AGAINST MEMBERS

The Corporation shall, as authorized in the Bylaws, levy fines or otherwise penalize members of the Corporation. No fine or penalty shall be levied until after the Corporation has provided notice thereof to the members concerned and has afforded the member an opportunity to be heard on the matter. The foregoing notice and hearing shall not be required as to the levy of a late fee for nonpayment of dues.

**ARTICLE LXVI
MISCELLANEOUS PROVISIONS**


66.1 The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of these Articles, or the intent of any provisions thereof.

66.2 Nothing contained in these Articles shall be construed as requiring the commission by any person of any act contrary to applicable law, including, without limitation, Section 4975 of the Code (to the extent applicable). Wherever there is any conflict between any provision of these Articles and any statute, law, ordinance or regulation contrary to which the parties have no legal right to contract, the latter shall prevail, but in such manner that the provision(s) of these Articles thus affected shall be curtailed and limited only to the extent necessary to conform with said requirement of law. In the event that any part, section, paragraph or clause of these Articles shall be held to be indefinite, invalid or otherwise unenforceable, the entire Articles shall not fail on account thereof, and the balance of the Articles shall continue in full force and effect.


**ARTICLE LXVII
GOVERNING LAW**

It is the intention of the Incorporator that these Articles shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

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


Registered Agent
Charles F. Mathias, President of
Pacific Registered Agents, Inc.

2/21/06
Date


Ophelia McDaniels, Incorporator
Benevolent Friends Association, Inc.

2/16/06
Date