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9/25/25



FOLEY & LARDNER LLP

September 22, 2006

VIA HAND DELIVERY

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

Re: Capital City Challenge Corp.
Not-For-Profit Articles of Incorporation

Dear Sir or Madam:

Please find enclosed for filing the original Articles of Incorporation of Capital City Challenge Corp., a Florida not-for-profit corporation, along with two additional copies. I have enclosed a check in the amount of \$105.00 to cover the filing fees, as well as two (2) Certificates of Status and two (2) certified copies of the Articles of Incorporation.

Once the enclosed articles have been filed and the certificates and certified copies are ready to be picked-up, please contact me or my assistant, Bridgett Hurn, at 222-6100, and we will send a runner for them. We appreciate your assistance.

Sincerely,

Wes Strickland

Attachments

ATTORNEYS AT LAW

106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FL 32301-7732
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**ARTICLES OF INCORPORATION
OF
CAPITAL CITY CHALLENGE CORP.**

The undersigned, acting as incorporator of a Corporation formed under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I
Name**

The name of the Corporation is Capital City Challenge Corp.

**ARTICLE II
Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

**ARTICLE III
Powers**

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 617, Florida Statutes, and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

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

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant

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to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) 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 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV Members

The Corporation shall have no members.

ARTICLE V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five (5); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by all of the Directors then in office.

ARTICLE VI Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the

Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII

Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE VIII

Miscellaneous

Section 1. The initial registered agent and office of this Corporation shall be as follows:

F&L Corp.
One Independent Drive
Suite 1300
Jacksonville, Florida 32202

Section 2. The principal place of business and mailing address of the Corporation is:

3256 Newberry Blvd.
Tallahassee, Florida 32311

Section 3. The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Shannon Black	2825 Municipal Way, Tallahassee, Florida 32304
Lonnie Seay	2825 Municipal Way, Tallahassee, Florida 32304
Anthony Drzewiecki	2825 Municipal Way, Tallahassee, Florida 32304
David McCranie	234 East 7 th Avenue, Tallahassee, Florida 32303
Charles Strickland	2825 Municipal Way, Tallahassee, Florida 32304

Section 5. The names and addresses of the persons constituting the initial officers of the Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Shannon Black	Chairman, President	2825 Municipal Way, Tallahassee, Florida 32304
Lonnie Seay	Vice President	2825 Municipal Way, Tallahassee, Florida 32304
Anthony Drzewiecki	Treasurer	2825 Municipal Way, Tallahassee, Florida 32304
David McCranie	Secretary	234 East 7 th Avenue, Tallahassee, Florida 32303
Charles Strickland	Vice President	2825 Municipal Way, Tallahassee, Florida 32304


Section 4. The name and address of the incorporator is:

Wes Strickland
Foley & Lardner LLP
106 East College Avenue, Suite 900
Tallahassee, Florida 32301

ARTICLE IX Indemnification

The Board of Directors of the Corporation is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.


IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of
September 2006.



Wes Strickland
Incorporator

ACCEPTANCE OF REGISTERED AGENT

F&L Corp., a Wisconsin corporation authorized to transact business in the State of Florida and having a business office identical to the registered office of the Corporation named above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Section 617.0501, Florida Statutes.

F&L Corp.
By: 

Thomas J. Maida
Authorized Representative

Date: 9.21.2006

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TALLAHASSEE, FLORIDA