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FLORIDA PROFIT/NON PROFIT CORPORATION

THE O'CONNELL SOCIETY, INC.

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**ARTICLES OF INCORPORATION
OF
THE O'CONNELL SOCIETY, INC.
(a Florida Not For Profit Corporation)**

Article I. Name

The name of the corporation shall be: THE O'CONNELL SOCIETY, INC. (the "Corporation").

Article II. Purposes

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized. Specifically, the Corporation is organized to establish educational forums and programs in the areas of Leadership and Community Service as well as fund scholarships and grants all for the benefit of the general public. The Corporation will also provide funding and assistance to Florida Blue Key, Inc., a Florida not for profit corporation and an organization which is tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax legislation (the "Code"), and is an honorary service and leadership organization at the University of Florida, a part of the State University System of the State of Florida. The Corporation will also provide assistance and encouragement to the underprivileged and to minorities in developing leadership skills and management training and opportunities and community service opportunities.

The Corporation shall be organized strictly for charitable and educational purposes as set forth in Code Section 501(c)(3) and Code Section 170. This Corporation is organized to serve the public interest and in no event shall this Corporation be operated for the benefit of private interests. The Corporation shall not be organized or operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation may also hold, invest, reinvest, use, expend, disburse and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse or donate the income or principal thereof for charitable and educational purposes consistent with the Corporation's purposes as set forth herein. The Corporation may establish investment policies and guidelines in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do all things necessary, suitable, or proper for the accomplishment or furtherance of, or to do such other act or thing incidental to, growing out of, or connected with, the purposes or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under Chapter 617, Florida Statutes. Provided, however, that nothing

herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida or prohibited under Code Section 501(c)(3) or Code Section 170.

Article III. Powers

The Corporation shall have all the powers granted it by Chapter 617, Florida Statutes, specifically, but not by way of limitation, as follows: the Corporation shall have the power to establish educational forums and programs in the areas of Leadership and Community Service as well as fund scholarships and grants all for the benefit of the general public. The Corporation will also have the power to provide funding and assistance to Florida Blue Key, Inc., a Florida not for profit corporation and an organization which is tax-exempt under Section 501(c)(3) of the Code and an honorary service and leadership organization at the University of Florida, a part of the State University System of the State of Florida. The Corporation will also have the power to provide assistance and encouragement to the underprivileged and to minorities in developing leadership skills and management training and opportunities and community service opportunities. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Code Section 501(c)(3) or Code Section 170 and the regulations promulgated thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

Article IV. Term of Existence

The Corporation shall have perpetual existence.

Article V. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than five (5). The manner in which the directors are elected or appointed shall be specified in the Corporation's Bylaws.

Article VI. First Board of Directors

The names and addresses of the First Board of Directors are:

W. Crit Smith	Director
3520 Thomasville Road, 4 th Floor	
Tallahassee, FL 32309	
 Cindy F. O'Connell	 Director
1505 O'Connell Lane	

Tallahassee, FL 32311

S. Daniel Ponce
First Union Financial Center
Suite 2100
200 South Biscayne Blvd
Miami, FL 33131

Director

Christopher Carmody
1107 Golfview Street
Orlando, FL 32804

Director

Dennis Calfee
Box 117627
Gainesville, FL 32611

Director

These Directors shall serve until the first election under the bylaws of the Corporation.

Article VII. Names of Officers

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
W. Crit Smith	President
Cindy F. O'Connell	Vice President
Christopher Carmody	Secretary
Dennis Calfee	Treasurer

Article VIII. Bylaws

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

Article IX. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No

substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article XI. Corporation's Principal Office
and/or Mailing Address

The principal office and/or mailing address of this Corporation shall be:

312 J. Wayne Reitz Union
P.O. Box 118505
Gainesville, Florida 32611-8505

Article XII. Initial Registered Agent and Street Address

The name and street address of the initial Registered Agent is:

W. Crit Smith
3520 Thomasville Road, 4th Floor
Tallahassee, FL 32309

Article XIII. Incorporator

The name and address of the incorporator is:

Andrew R. Comiter
2625 NW 2nd Ave
Gainesville, FL 32607

Article XIV. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to an organization exempt under Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed 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 the foregoing purposes.

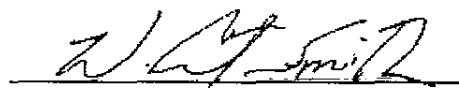
IN WITNESS WHEREOF, I have set my hand and seal this 29th day of September, 2006.


Andrew R. Comiter, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of THE O'CONNELL SOCIETY, INC., I am familiar with and hereby accept and agree to act in this capacity.

Dated: September 29th, 2006.


W. Crit Smith

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