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FLORIDA PROFIT/NON PROFIT CORPORATION

GATEWAY COMMUNITY FOUNDATION, INC.

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December 21, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER

SUBJECT: GATEWAY COMMUNITY FOUNDATION, INC.
REF: W06000054677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Loria Poole
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ARTICLES OF INCORPORATION
OF
GATEWAY COMMUNITY FOUNDATION, INC.
(A Florida Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is GATEWAY COMMUNITY FOUNDATION, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 555 Stockton Street, Jacksonville, FL 32204.

Section 1.3 Mailing Address. The mailing address of the corporation is 555 Stockton Street, Jacksonville, FL 32204.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, 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 "Code"), and in fulfillment thereof is organized and shall at all times be operated exclusively for the benefit of, to perform such functions of and carry out such purposes of Gateway Community Services, Inc., a Florida not for profit corporation (hereinafter "Services"), so long as Services is an organization described in Section 509(a)(1) or (2) of the Code; including, for such purposes, the making of grants to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the corporation shall qualify as a "supporting" organization described in Section 509(a)(3) of the Code. The corporation shall be empowered to engage in activities relating to the aforementioned purposes; and may 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.

ARTICLE III

LIMITATIONS

Section 3.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Code, except that the

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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 Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of 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 to and remains in compliance with the restrictions of Section 501(h) of the Code. 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. 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 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 Code.

Section 3.2 Private Foundation Limitations. At any time when the corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code, 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 Code.
2. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV

DISSOLUTION AND LIQUIDATION

Section 4.1 Dissolution and Liquidation. The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided under the laws of Florida. 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.

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2. Remaining assets shall be distributed to Systems or, if Systems is not then in existence or is not then described in Section 501(c)(3) of the Code, to one or more organizations described in Section 501(c)(3) of the Code, and/or one or more governmental units referred to in Section 170(c)(1) of the Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article IV. 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 Code, or to a governmental unit referred to in Section 170(c)(1) of the Code exclusively for public purposes, as such court shall determine.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 555 Stockton Street, Jacksonville, FL 32204, and the name of the initial registered agent of this corporation at that address is Gary Powers.

ARTICLE VI

INCORPORATOR

Section 6.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Gary Powers	555 Stockton Street Jacksonville, FL 32204

ARTICLE VII

TERM OF EXISTENCE

Section 7.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VIII

BYLAWS

Section 8.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

**ARTICLE IX
AMENDMENT**

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

**ARTICLE X
POWERS**

Section 10.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(e)(2) of such Code and Regulations as they may exist from time to time.

**ARTICLE XI
BOARD OF DIRECTORS**

Section 11.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 19th day of December, 2006.



Gary Powers, Incorporator

12/19/2006 16:32 904-721-9806

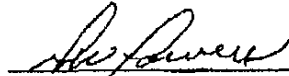
GATEWAY EXEC OF

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties. I am familiar with and accept the obligations of a registered agent.



Gary Powers

Date: December 19, 2006

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TALLAHASSEE, FLORIDA