

No 1000007325

Liza McFadden

(Requestor's Name)

66 Barney Bishop

~~516 N. Adams St.~~

(Address)

516 N. Adams St.

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

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Volunteer USA Foundation

(Business Entity Name)

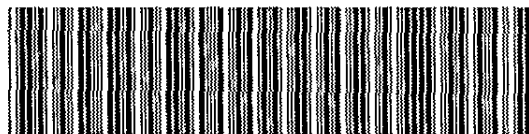
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7/25/07

Articles  
Of  
Volunteer USA Foundation, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be: Volunteer USA Foundation, Inc. The principal address of this corporation shall be: 516 North Adams Street, Tallahassee, Florida 32301.

ARTICLE II  
ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III  
PURPOSE

The purpose for which this Corporation is organized are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to help strengthen societal fabric in important ways. Volunteer USA Foundation, Inc. will incubate and grow effective research-based programs that will improve the quality of life of those served. The goal is to work with new and existing nonprofits whose passion is to make their community a better place through volunteerism, and educational programs. Volunteer USA Foundation, Inc. will have national presence with Florida serving as its headquarters. Toward that end, the Corporation shall be empowered to:

1. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
2. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken, by: a) a corporation exempt from federal income tax under 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, or b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;
3. Notwithstanding the powers and purposes enumerated in these Articles, the Corporation shall be restricted as follows: no part of the net earning of

the corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting on or more if its purposes), and no Board member shall be assigned other corporation's assets upon dissolution of the Corporation.

#### ARTICLE IV TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to the law.

#### ARTICLE V INCORPORATORS

The name and residence of subscribers to these Articles of Incorporation are:

Liza McFadden  
c/o Barney Bishop  
516 North Adams Street  
Tallahassee, Florida 32301

#### ARTICLE VI QUALIFICATIONS OF BOARD OF DIRECTORS

The qualifications of the Board of Directors of the Corporation, the authorized number, and the manner of admission of directors to this Corporation, the different classes of membership if any, the privilege of voting and other rights and privileges of directors, the liability of directors and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

#### ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be set forth in the By-Laws of the Corporation, providing that there shall never be less than five Board of Directors. The names and addresses of persons constituting the initial Board of directors who are to act in that capacity until the selection of their successors are:

Mr. Barney T. Bishop, III  
Mr. David Griffin  
Ms. Gwynn Virostek  
Ms. Maureen Cestari  
Ms. Liza McFadden

- B. Employment of Staff: the Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporate affairs, consistent with policies and directions set by Board, and with the qualifications and provisions outlined by the By-Laws.

#### ARTICLE VIII REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida:  
516 North Adams Street  
Tallahassee, Florida 32301  
The name and the address of this Corporation's initial registered agent is: Liza McFadden, 516 North Adams Street, Tallahassee, Florida 32301.

#### ARTICLE IX BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

#### ARTICLE X AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the Board of Directors.

#### ARTICLE XI DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state or local government, for exclusive public purposes and use.

ARTICLE XII  
NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and program subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporates have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

State of Florida  
County of Leon

Before me, the undersigned \_\_\_\_\_, personally  
appeared \_\_\_\_\_,

Ngan McFadden who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing articles of Incorporation's, and that they executed the same for the purposes therein expressed.

Witness my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

Having been named to accept service of process for the above stated corporation, at the place designated in the forgoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

Ngan McFadden  
Registered Agent

State of Florida  
County of Leon

Before me, the undersigned officer, \_\_\_\_\_ personally appeared, \_\_\_\_\_, who being first duly sworn, acknowledged to me that he is the person described as the registered Agent in, and the one who executed, the forgoing Articles of Incorporation and that executed the same for the purpose therein expressed.

Witness my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2007.  
Notary Public State of Florida  
at large. My commission  
expires:

(NOTARY SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA