

NO 80000000772

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Tommy Brosche Memorial Foundation, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
TOMMY BROSCHÉ MEMORIAL FOUNDATION, INC.
(A Corporation Not For Profit)**

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Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: TOMMY BROSCHÉ MEMORIAL FOUNDATION, INC.
(the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1601 Country Club Drive, Orlando, Florida 32804.

ARTICLE III - Purpose

A. In particular, to raise funds that will be used to provide scholarships to outstanding local students, in order to assist such students in their future college endeavors.

B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. No substantial 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from

federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV – Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the code;

A. the Corporation shall distribute its income from 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;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 1601 Country Club Drive, Orlando, Florida 32804 and the name of the registered agent of the Corporation at that address is William G. Sellers.

ARTICLE VII - Directors

A. The number of directors of the Corporation is three (3).

B. The initial Board of Directors shall consist of the following individuals:

William G. Sellers
Lewis E. Driggers
Sandra Brosche

C. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

D. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

E. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VIII - Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

William G. Sellers

5332 Jade Circle
Orlando, FL 32812

ARTICLE IX - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - Amendment to Articles

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

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as

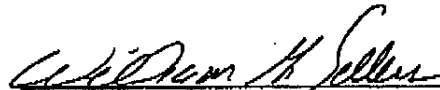
shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 14 day of January, 2008, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



William G. Sellers, Incorporator

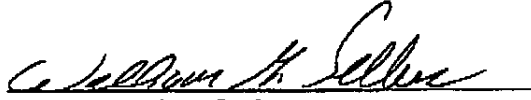
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That TOMMY BROSCHÉ MEMORIAL FOUNDATION, INC., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named William G. Sellers, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that she is familiar with §607.0501 et seq., Florida Statutes.


Name: William G. Sellers

DATED: January 24, 2008.

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