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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Rosshirt Foundation, Inc.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
ROSSHIRT FOUNDATION, INC.**

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**ARTICLE I - NAME**

The name of the corporation will be Rosshirt Foundation, Inc.

**ARTICLE II - CORPORATION'S PRINCIPAL  
OFFICE AND/OR MAILING ADDRESS**

The place in this State where the principal office of the corporation is to be located is as follows:

221 Banbury Court  
Longwood, Florida 32779

**ARTICLE III - PURPOSE**

Said corporation is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV - POWERS**

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

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Rosshirt Foundation, Inc.*

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

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**ARTICLE V - MEMBERS**

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.

To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to

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Rosshirt Foundation, Inc.*

Directors vote to make the individual a voting member of the corporation.

(b) In addition to voting members of the corporation the corporation may have advisory members who shall be non-voting members of the corporation. There shall be an Advisory Board of the corporation which shall consist of advisory members, and the advisory members shall be elected by a majority vote of the voting members of the corporation. Such non-voting members of the corporation may be removed as provided by the By-laws or otherwise by a majority vote of the voting members of the corporation.

**ARTICLE VI - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VII - OFFICERS AND DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons. The number of directors shall be fixed in the By-laws of this corporation. Annual elections will be held on the 31<sup>st</sup> day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the voting members of this corporation in attendance to the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary, and any other officer that the Board of Directors may deem necessary. Each officer shall serve for a term of one (1) year, beginning on the 1<sup>st</sup> day of the month immediately following his election by the majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office

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Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

**ARTICLE VIII - FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as directors until the first election under these

Articles of Incorporation are as follows:

| <b><u>Name</u></b> | <b><u>Address</u></b>                  |
|--------------------|--|
| David B. Rosshirt  | Director-President-Treasurer-Secretary |
| Debbie Rosshirt    | Director-Vice-President                |
| Bob Yeaple         | Director                               |

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**ARTICLE IX - BY-LAWS**

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 Board of Directors at the annual meeting of the Board of Directors or at a duly called meeting of the Board of Directors in accordance with the By-laws.

**ARTICLE X - AMENDMENTS TO  
THE ARTICLES OF INCORPORATION**

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

**ARTICLE XI - DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state

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government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII - STOCK**

The corporation shall not issue any stock.

**ARTICLE XII-INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

c/o McClane Tessitore  
215 E. Livingston Street  
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

Penelope B. Perez-Kelly                      whose address is  
  
215 E. Livingston Street  
Orlando, Florida 32801

**ARTICLE XIII - INCORPORATION**


The following is the name and street address of the incorporator signing these Articles:

David Rosshirt  
221 Banbury Court  
Longwood, Florida 32779

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WITNESS WHEREOF, I have set my hand and seal this 10 day of July, 2008.

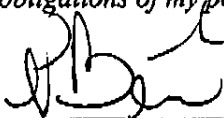


David Rosshirt

Incorporator

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Signature/Registered Agent

7/10/08

Date