

No 80000009463

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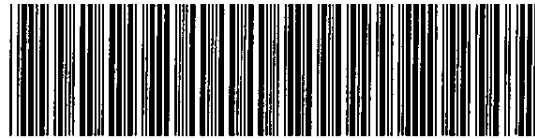
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DE BEAUBIEN KNIGHT SIMMONS MANTZARIS & NEAL LLP
ATTORNEYS AND COUNSELLORS AT LAW
ORLANDO | TALLAHASSEE | TAMPA
WWW.DBKSMN.COM

ORLANDO OFFICE

October 8, 2008

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

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RE: **St. Cloud Community Foundation**

Dear Sir or Madam:

Enclosed is a signed original and copy of the Articles of Incorporation with regard to the above-referenced matter. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office.

Thank you in advance for your assistance. Please do not hesitate to contact our office if you have any questions.

Very truly yours,

A handwritten signature in cursive script that reads 'Veronica Null'.

Veronica Null

Legal Assistant to Daniel F. Mantzaris

/vbn

Enclosure

EFFECTIVE DATE
10/7/08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ST. CLOUD COMMUNITY FOUNDATION

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a nonprofit corporation under Florida Statutes Chapter 617 and adopts the following Articles of Incorporation for such nonprofit corporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of this Florida Not for Profit Corporation is St. Cloud Community Foundation, Inc. ("Corporation"). The principal place of operation and mailing address of the corporation is: 1300 Ninth Street, St. Cloud, Florida 34769.

ARTICLE TWO
NOT FOR PROFIT

This Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation are distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE THREE
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To support, sponsor, operate, construct and develop community-wide services, projects, facilities, and similar activities for the benefit of the citizens of the City of St. Cloud.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, give, purchase, lease or otherwise any property of any sort of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the 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 or local government, for a public purpose. Any such asset not so disposed shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

E. Said corporation is organized exclusively for charitable purposes within the meaning of the current Section 501(c)(3) of the Internal revenue Code and its applicable regulations, 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 corresponding section of any future Federal Tax Code.

ARTICLE FIVE LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 Article Four (Purposes) hereof.

ARTICLE SIX MEMBERSHIP

The initial and a permanent member of the corporation shall be the City of St. Cloud, a municipal corporation of the State of Florida. The number and qualifications of other Members and the manner of their admission shall be regulated by the Bylaws

of the Corporation. The method for the election of Trustees shall be regulated by the Bylaws of the Corporation.

ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation is: Daniel F. Mantzaris, Esquire, 332 N. Magnolia Avenue, Orlando, Florida 32801.

ARTICLE EIGHT
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Donna Hart
Mayor City of St. Cloud
1300 Ninth Street
St. Cloud, Florida

Judy Bennett
St. Cloud Grants Administrator
1300 Ninth Street
St. Cloud, Florida

Michael Turner
St. Cloud Finance Director
1300 Ninth Street
St. Cloud, Florida

ARTICLE NINE
INCORPORATOR

The name and address of the incorporate is Daniel F. Mantzaris, 332 N. Magnolia Avenue, Orlando, Florida 32801.

ARTICLE TEN
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE ELEVEN
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporations or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE TWELVE
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE THIRTEEN
BYLAWS

The power to adopt, alter, amend and repeals the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE FOURTEEN
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE FIFTEEN
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

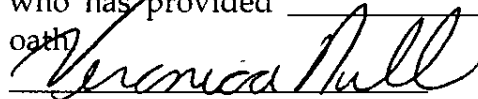
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 7th day of OCTOBER, 2008.



DANIEL F. MANTZARIS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of OCTOBER, 2008, by DANIEL F. MANTZARIS, who is personally known to me or who has provided _____ as identification, and who did take an oath.



Notary Public Signature

VERONICA NULL


Notary Public Printed Name
My Commission Expires:



Veronica Null
My Commission DD359951
Expires November 07, 2008

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for **St. Cloud Community Foundation.**



Daniel F. Mantzaris, Esquire
332 N. Magnolia Avenue
Orlando, Florida 32801

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 10 PM 1:27

The foregoing instrument was acknowledged before me this 7th day of

OCTOBER, 2008, by DANIEL F. MANTZARIS, who is personally known to me or
who has provided _____ as identification, and who did take an
oath.

Veronica Null
Notary Public Signature

VERONICA NULL
Notary Public Printed Name
My Commission Expires:



Veronica Null
My Commission DD359051
Expires November 07, 2008