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FLORIDA PROFIT/NON PROFIT CORPORATION

GAINESVILLE FISHER HOUSE FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is: GAINESVILLE FISHER HOUSE FOUNDATION, INC.

ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and mailing address is 5106 NW 8th Avenue, Gainesville, Florida 32605-4490; the initial registered agent at this registered address is Richard H. Fabiani Sr.

ARTICLE III
PURPOSE

This Corporation is organized:

- (i) to raise and expend funds for the construction and support of the Gainesville, Florida Fisher House, to include: providing temporary lodging at no cost to family members and significant others of service members, veterans, or their family members being cared for at the Malcom Randall Veteran Affairs Hospital in Gainesville, Florida; organizing and carrying out fund raising events; the leasing, buying or selling of materials, equipment, land or other valuable goods; the hiring of contractors, consultants, officers, staff or other experts in furtherance of these goals;
- (ii) to be exclusively engaged in, advance, promote and administer charitable, scientific and educational purposes, including, for such purposes, to act, assist and contribute to the support of corporations, associations and institutions 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; and
- (iii) to do all other things in furtherance of the items above or in any way related to the Corporation's purposes, as may be legally permissible and in keeping with the tax-exempt status of the Corporation.

ARTICLE IV
NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Three. 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 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to one or more exempt organizations which are exempt as organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation 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 VI DIRECTORS

The Directors shall have the rights and duties of directors as specified in Chapter 617 of the Florida Statutes and the Bylaws of the Corporation. The Directors of the Corporation shall be elected and their terms set in accordance with the methods and qualifications set out in the Bylaws. The number of directors may be changed by the Board, but in no event shall the number of directors be fewer than seven (7). The initial Board of Directors shall be made up of these Directors:

George Mazzeo
Co-Chairman
3523 NW 18th Place
Gainesville, Florida 32605

Richard H. Fabiani, Sr.
5106 NW 8th Avenue
Gainesville, Florida 32605

Jon C. Thomas
Co-Chairman
3622 NW 40th Place
Gainesville, Florida 32605

Jennifer Van Hart
2217 NW 44th Place
Gainesville, Florida 32605

Helen Gyllstrom
8602 SW 5th Place
Gainesville, Florida 32607

William C. Nettleton
1324 SW 98th Street
Gainesville, Florida 32607

Jason J. Rosenberg
2115 NW 7th Lane
Gainesville, Florida 32603

Anne Marie Rogers
113 NW 48th Boulevard
Gainesville, Florida 32607

Frank Stagl
3619 NW 41st Terrace
Gainesville, Florida 32609

Jon C. Thomas II
3622 NW 40th Terrace
Gainesville, Florida 32509

Howard K. Wallace Jr.
2710 NW 105th Drive
Gainesville, Florida 32606

ARTICLE VII OFFICERS

The Corporation shall initially have 5 officers: a President, a Chief Executive, an Executive Vice President, and two Vice Presidents who will also act as Secretary and Treasurer. The manner of election of all officers and their terms shall be set forth in the Bylaws. The initial officers are:

Richard H. Fabiani, Sr.
President
5106 NW 8th Avenue
Gainesville, Florida 32605

George Mazzeo
Chief Executive Officer
3523 NW 18th Place
Gainesville, Florida 32605

Jon Thomas
Executive Vice President
3622 NW 40th Place
Gainesville, Florida 32605

Helen Gyllstrom
Vice President – Treasurer
8602 SW 5th Place
Gainesville, Florida 32607

Jennifer Van Hart
Vice President – Secretary
2217 NW 44th Place
Gainesville, Florida 32605

ARTICLE IX MEETINGS, AMENDMENTS & BYLAWS

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors

participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all board members agree, but may not make amendments to the Articles or Bylaws in this manner. The Bylaws may limit the manner of any meetings.

These Articles may be amended at a meeting of the Board of Directors by a two-thirds (2/3) majority vote of the Directors then in office, provided that ten days before the meeting for vote, the Secretary of the Corporation has given notice of any proposed amendment and has sent the text of the proposed amendment to all of the Directors. Only Directors then in office shall propose amendments. A proposed amendment shall not be put to a vote until thirty (30) days after the proposed amendment has been submitted to the Secretary of the Corporation.

The Bylaws of this Corporation shall be created, amended and/or rescinded by a two-thirds (2/3) majority vote of the Directors present and voting at any regular or special meeting called for that purpose, provided quorum is present. The manner for creating, amending or repealing Bylaws shall be set forth in the Bylaws.

ARTICLE IX
INCORPORATOR

The Incorporator of this Corporation who has subscribed to these Articles is Richard H. Fabiani II, Esq., 5106 NW 8th Avenue, Gainesville, Florida 32605.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature of Registered Agent
Richard H. Fabiani Sr.

12-5-08
Date


Signature of Incorporator
Richard H. Fabiani II, Esq.

12/5/08
Date

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TALLAHASSEE, FLORIDA