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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

TRACY FORREST FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
TRACY FORREST FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of **TRACY FORREST FOUNDATION, INC.** ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be **TRACY FORREST FOUNDATION, INC.** The mailing address of the corporation is, and its principal office shall be located at 221 Circle Drive, Maitland, Florida 32751.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 221 Circle Drive, Maitland, Florida 32751 and the name of the initial registered agent for the Corporation shall be Tracy S. Forrest.

**ARTICLE III
PURPOSES**

Section 1. The specific and primary purpose for which this corporation is formed is for receiving contributions and supporting organizations that support underprivileged and disadvantaged individuals and communities, foster community cohesion, and other charitable organizations and provide or promote educational services, which may include making contributions to such organizations as well as other charitable organizations that are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Such support shall be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of other charitable organizations, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

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Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV **POWERS**

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V **NO MEMBERSHIP**

The corporation shall not have any members.

ARTICLE VI **TERM**

This corporation shall have perpetual existence unless sooner dissolved according to law.

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ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this corporation is as follows:

Tracy S. Forrest	221 Circle Drive
	Maitland, Florida 32751

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Tracy S. Forrest	221 Circle Drive
	Maitland, Florida 32751
Carol Rae Lovenbury	221 Circle Drive
	Maitland, Florida 32751
Russell Goldberg	221 Circle Drive
	Maitland, Florida 32751

ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.


Tracy S. Forrest, Incorporator

The undersigned hereby accepts the designation as Registered Agent of **TRACY FORREST FOUNDATION, INC.** and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.


Tracy S. Forrest

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