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FLORIDA PROFIT/NON PROFIT CORPORATION
THE LORA DUNLAP MORGAN RESCUE & SCHOLARSHIP
FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE LORA DUNLAP MORGAN RESCUE & SCHOLARSHIP FOUNDATION, INC.**

*A Florida Non-profit Corporation formed under Chapter 617
of the Florida Statutes*

Article I Name: The name of the corporation shall be **THE LORA DUNLAP MORGAN RESCUE & SCHOLARSHIP FOUNDATION, INC.** hereinafter referred to as the "Foundation".

Article II Principal Office. The street address and mailing address of the principal office of the Foundation shall be at **390 North Orange Avenue, Suite 600, Orlando, Florida 32801.**

Articles III Purpose.

A. The purpose for which this Foundation is formed, and the manner in which it is to be operated, is exclusively for religious, charitable, scientific, literary, or educational purposes; ***provided, always*** that no part of the net earnings of which inures to the benefit of any director, private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the U.S. Internal Revenue Code), and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the Foundation 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is intended that transfers to the Foundation shall qualify for deduction under Sections 170, 2055 and 2522 of the Code, as amended, and that the Foundation shall be exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Foundation shall be limited accordingly.

C. The Foundation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes.

Article IV Manner for the Election of Directors. The affairs of this Foundation shall be managed by a Board of not less than three (3) members nor more than five (5) who shall be elected by the initial Registered Agent. In the event for any reason such Board of Directors shall cease to act or to exist, then the Directors of this Foundation shall be elected by its Directors existing at the time vacancies appear.

Article V. Initial Directors and Initial Officers. The following persons shall constitute the first Board of Directors of this Foundation to serve until their successors are duly elected:

1. Anne Winograd
2. Jennifer S. Eden
3. Jon Hollingshead

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The following persons shall be the initial officers of this Foundation to serve until their successors are duly elected.

1. President - Anne Winograd
2. Vice President & Treasurer - Jon Hollingshead
3. Secretary - Jennifer S. Eden

Article VI. Bylaws. The Foundation shall by a vote of its Directors, adopt a code of bylaws for its government and management.

Article VII. Amendments. The bylaws adopted pursuant to Article VI may be amended by a two thirds vote of the Board of Directors. These Articles may also be amended by a two thirds vote of the Directors. In addition, no amendment of either the bylaws or these Articles, may be made which would nullify or cancel the Foundation's primary purpose nor its status with the Internal Revenue Service.

Article VIII. Dissolution. This Foundation may be dissolved by at least a two thirds vote of its Directors. Upon the dissolution of the Foundation, the directors and officers shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to one or more organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the code, as the directors and officers may determine, provided that any such organization is and shall have been for sixty (60) calendar months prior to any such distribution, described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii) of such Section). Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in which the principal office of the Foundation is then located, exclusively for such purpose, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX. Incorporator and Registered Agent. The name and address of the incorporator and the initial registered agent of this Foundation is **Jennifer S. Eden**, 390 North Orange Avenue, Suite 600, Orlando, Florida 32801.

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



JENNIFER S. EDEN, Registered Agent

2/12/10

Date

JENNIFER S. EDEN, Incorporator

2/12/10

Date

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