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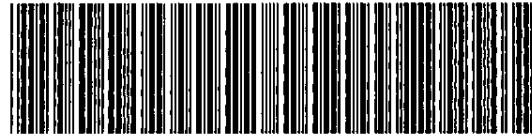
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EFFECTIVE DATE 1-1-12

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DIVISION OF CORPORATIONS
11 NOV 17 PM 3:27



COLLEEN M. DURIS, P.A.

*500 NE 8th Avenue
Ocala, Florida 34470*

November 7, 2011

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Altrusa District Three Foundation, Inc.

Dear Reader:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above corporation together with a check in the amount of \$87.50. Please file and return a certified copy and certificate to the undersigned.

Thank you for your assistance and cooperation in this matter.

With kind regards,

Colleen M. Duris

Encls. As stated above

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Altrusa District Three Foundation, Inc.**A Florida Nonprofit Corporation****ARTICLES OF INCORPORATION**

EFFECTIVE DATE 1-1-12

The undersigned, for the purpose of forming a Nonprofit Corporation under the Florida Not for Profit Corporation Act, Florida Statute Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I.**NAME and ADDRESS**

The name of the corporation is Altrusa District Three Foundation, Inc. The principal place of business and mailing address is 500 NE 8th Avenue, Ocala, Florida 34470.

ARTICLE II.**NOT FOR PROFIT**

The Corporation is a corporation Not for Profit as defined in § 617.01401, Florida Statute (1990). The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, directors or 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 IV hereof.

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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III.

DURATION

The duration of the Corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE IV.

PURPOSES

The Corporation is organized, and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended (the "Code"). Included in those purposes is the following:

A.) 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, gift, purchase, lease or otherwise any property of any sort or 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.

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

C.) Notwithstanding anything herein to the contrary the purposes of this Corporation shall be limited so that no purpose which would disqualify the Corporation from being tax exempt under Section 501 (c)(3) of the Internal Revenue Code will be a proper purpose of the Corporation.

ARTICLE V.

DISSOLUTION

Upon the dissolution of the corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations formed and operated exclusively for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, and which provide for the communities in the service areas of Altrusa International Inc., District Three. 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.

LIMITATIONS

- A.) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B.) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- C.) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D.) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E.) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 4424 NW American Lane, Suite 102, Lake City, Florida 32055, the mailing address is: 4424 NW American

Lane, Suite 102, Lake City, Florida 32055 and the name of its Initial Registered Agent at that address is TAMMY D. HALL.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Trustees constituting the initial Board of Directors is six (6). The number of Trustees may increase or decrease from time to time in accordance with the Bylaws, but shall never be less than six (6). The Voting Members shall elect the Trustees at an annual meeting of Voting Members. 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:

Martha Epps
133 Martin Street
Starke, FL 32091

Mary C. Cannon
708 Vicksburg Place
Sandy Springs, GA 30350

Gayle G. Magruder
155 S. Fairview Ave.
Spartanburg, SC 29302

Carroll Myers
8828 Long Beach Circle
Sandy Springs, GA 30350

Linda L. Robison
977 Morning Ride Dr.
Columbus, NC 28722

Michelle Smith
2050 SE 37th Court Cir.
Ocala, FL 34471

ARTICLE IX.

OFFICERS

The Officers of the Corporation shall consist of a Chairman, Vice Chairman, Secretary and Treasurer, and such other Officers and Assistant Officers and may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X.

INCORPORATORS

The name and address of each incorporator is as follows:

Martha Epps
133 Martin Street
Starke, Florida 32091

ARTICLE XI.

BY-LAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of §617.0206, Florida Statutes (1990), as amended from time to time, shall govern amendment of the Bylaws.

ARTICLE XII.

AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XIII.

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates of writing evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XIV.**INDEMNIFICATION**

The Corporation shall indemnify each Officer and director, including former Officers and Directors, to the full extent committed by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XV.**EFFECTIVE DATE**

These articles shall take effect January 1, 2012.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation of this 15th day of November, 2011.

Martha Epps
MARTHA EPPS, Incorporator

STATE OF FLORIDA
COUNTY OF BRADFORD

On this day appeared before me Martha Epps, to me well known and to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

Mary H. Powell

Notary Public, State of Florida

Printed Name:

Commission Expires:

Commission Number:



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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Altrusa District Three Foundation, Inc., which is contained in the foregoing Articles of Incorporation. Dated this day of November 3, 2011.


TAMMY D. HALL, Registered Agent

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