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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRB  
2/3/12

# Rodney Long

January 30, 2012

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

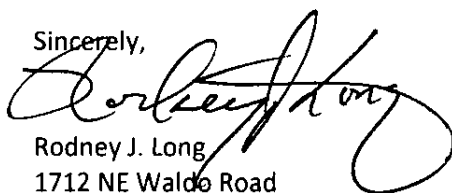
Subject: Articles of Incorporation for The Long Foundation, Inc.

To Whom It Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for The Long Foundation, Inc. and a check in the amount \$78.75 for the filing fee and certified copy. Please forward all documents to:

Rodney J. Long  
1712 NE Waldo Road  
Gainesville, Florida 32609  
352-337-0490  
[rodneylong@gmail.com](mailto:rodneylong@gmail.com)

Sincerely,



Rodney J. Long  
1712 NE Waldo Road  
Gainesville, Florida 32609

***ARTICLES OF INCORPORATION***

***FOR***

***The Long Foundation, Inc.***

*(A corporation organized pursuant to the Florida Not For Profit Corporation Act)*

# ARTICLES OF INCORPORATION

for

## The Long Foundation, Inc.

**FILED**  
12 FEB -2 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, in compliance with Chapter 617, Florida Statutes, in order to form a corporate entity under Florida state law, adopts the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the corporation shall be The Long Foundation, Inc.

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation in the State of Florida shall be: 1712 NE Waldo Road, Gainesville, Florida 32609

The mailing address of this corporation in the State of Florida shall be: 1712 NE Waldo Road, Gainesville, Florida 32609

### ARTICLE III - PURPOSE AND MISSION

**Purpose:** The purpose for which the corporation is organized is exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. To this end, the corporation is organized and at all times shall be operated exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code. Consistent with the general charitable purposes stated, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be irrevocably devoted to said charitable purposes.

**Mission:** The mission of The Long Foundation, Inc. is to work collaboratively with private individuals and organizations including religious and public organizations to reduce poverty including homelessness, hunger, unemployment and crime. The Long Foundation, Inc. will work collaboratively to improve the high school graduation and high school drop-out rates through innovative educational programs including but not limited to the development and operation of a charter school with an emphasis on poverty reduction. The Long Foundation, Inc. will work collaboratively with organizations and individuals to reduce mental illness, for delivery of senior and disabled person's services, improve affordable housing and to assist ex-felons by reducing recidivism and successful re-entry into the community. The Long Foundation, Inc. will collaborate with organizations to offer job training and placement, community empowerment classes, youth activities and economic opportunities to persons in need.

### ARTICLE IV-MEMBERS

The corporation shall be governed by a self-perpetuating Board of Directors under the laws of the state. The management and affairs of the corporation shall be at all times vested in and under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the bylaws of the corporation. No director shall have any right, title, or interest in or to any property of the corporation.

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner and procedure by which directors are elected or appointed shall be in the manner consistent in the organizational bylaws of the corporation.

#### **ARTICLE VI - INITIAL DIRECTORS AND OFFICERS**

The number of directors shall be a number fixed by the organizational bylaws of the corporation. All business affairs shall be managed consistently with the bylaws under the direction of the Board of Directors. The names and addresses of the initial members of the Board of Directors are:

##### **Name and Title**

Rodney J. Long, President/Chief Operating Officer, 1712 NE Waldo Road, Gainesville, Florida 32609

Carole Long, Vice President, 1712 NE Waldo Road, Gainesville, Florida 32609

Kersandras Hightower, Treasurer, 1712 NE Waldo Road, Gainesville, Florida 32609

Diyonne McGraw, Secretary, 1712 NE Waldo Road, Gainesville, Florida 32609

#### **ARTICLE VII - GENERAL STANDARDS FOR DIRECTORS**

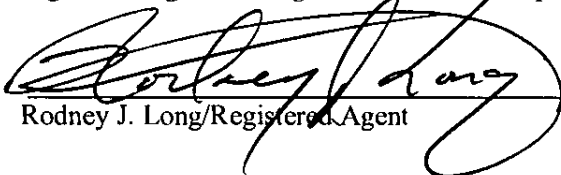
The members of the Board of Directors shall discharge their duties as directors, in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of the corporation. In discharging their duties, directors are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data.

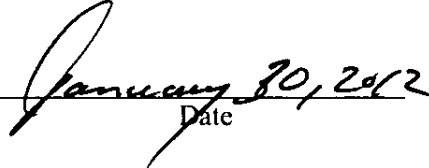
#### **ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the Registered Agent is:

Rodney J. Long  
1712 NE Waldo Road  
Gainesville, Florida 32609  
Alachua County

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.

  
Rodney J. Long/Registered Agent

  
Date

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12 FEB - 2 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator is:

Rodney J. Long  
1712 NE Waldo Road  
Gainesville, Florida 32609  
Alachua County

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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Rodney J. Long/Incorporator

*Date*

## **ARTICLE X - RESTRICTIONS**

The corporation shall operate as a publicly supported charitable organization with a broad charter to support charitable, religious, educational, and scientific activities and other purposes outlined in the mission of the corporation. The corporation shall not engage in any activity which would jeopardize the federal income tax exemption pursuant to section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To insure that all funds are utilized in accordance with the federal and state laws, the corporation shall not:

- (a) 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, which would give rise to any liability for tax imposed by section 4941 (a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (b) 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, which would give rise to any liability for tax imposed by section 4943(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, of the Internal Revenue Code, or the corresponding section of any future federal tax code; so as to give rise to any liability for tax imposed by section 4944(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
- (d) 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, which would give rise to any liability for tax imposed by section 4945(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE XI - LIMITATIONS**

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 any candidate for public office. Moreover, 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 XII - UNRELATED TRADE AND BUSINESS AND TRADE**

The corporation shall not substantially engage in income producing activities unrelated to its tax-exempt purposes, or be operated for the primary purpose of carrying on an unrelated trade or business as defined in section 513 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XIII - PRIVATE INUREMENT**

All corporate property is irrevocably dedicated to the charitable purposes set forth in Article III hereof. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustee, 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 III hereof. No director, trustee, or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

#### **ARTICLE XIV - DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer, director, trustee, employee, or volunteer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, directors, trustees, employees, or volunteer be subject to the payment of the debts or obligations of this corporation. Consistent with the state law governing nonprofit corporations, the private property of the members, officers, directors, trustees, employees, and volunteers of the corporation shall be exempt from all debts, obligations, and liabilities of the corporation of any kind whatsoever and members, officers, directors, trustees, employees and other volunteers of this corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper private or personal benefit.

#### **ARTICLE XV - DISSOLUTION**

Upon dissolution of the corporation, the directors must, after paying or making provision for the payment of all of the liabilities of the corporation, distribute any assets of the corporation to one or more organizations recognized as one organized exclusively for charitable purposes similar to those outlined in the Articles of Incorporation or a similar corporation willing to accept the assets. Any such assets not so disposed of shall be disposed of shall be distributed for one or more of exempt purposes 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.

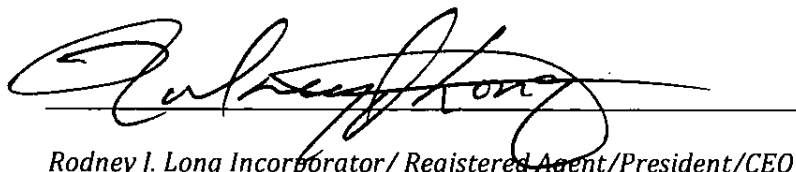
## ARTICLE XVI- AMENDMENTS

This Articles of Incorporation, bylaws and all other organizational documents shall be amended by a two-thirds vote of the active members of the Board of Directors present and voting at a designated meeting as prescribed in the Bylaws, provided that said amendment shall not conflict with the civil and criminal law of the land.

## ARTICLE XVII - CORPORATE EXISTENCE

The corporate existence of this corporation shall formally begin on the date the Certificate of Corporation is issued by the Secretary of State of the state of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

*IN WITNESS WHEREOF, we have hereunto subscribed our names this 28<sup>th</sup> day of January 2012.*

A handwritten signature in black ink, appearing to read "Rodney J. Long", is written over a horizontal line.

Rodney J. Long Incorporator/ Registered Agent/President/CEO

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA