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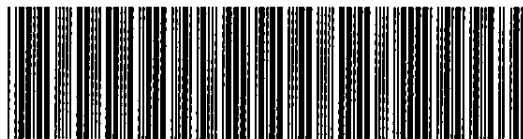
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# **BOSWELL & DUNLAP** LLP

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August 23, 2012

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: The Bartow Parks & Recreation Foundation, Inc.  
Our file GTD-122125

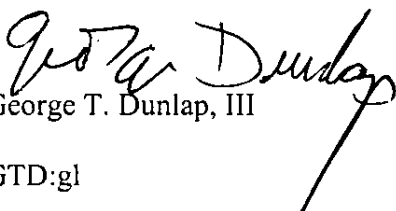
Dear Sir:

Enclosed please find the Articles of Incorporation and the Certificate Designating Registered Office and Registered Agent for the above-referenced corporation and our check for \$78.75.

Please file the Articles and send us a certified copy of same.

Thank you for your assistance in this matter.

Sincerely,

  
George T. Dunlap, III

GTD:gl

Enclosures

ARTICLES OF INCORPORATION  
OF  
THE BARTOW PARKS & RECREATION FOUNDATION, INC.  
(A Corporation Not-For-Profit)

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ARTICLE I  
Name and Address

The name of this corporation is The Bartow Parks & Recreation Foundation, Inc. The Corporation's current address is 2250 S. Floral Ave. Bartow, FL 33830 and the Corporation shall maintain its principal place of business in Bartow, Polk County, Florida.

ARTICLE II  
Authority

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, and shall have perpetual existence.

ARTICLE III  
Purposes

Section 1. The general nature, object and purpose of the corporation shall be exclusively construction and equipping of parks and recreational facilities within the meaning of Section 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this Article.

Section 2. The Company is organized exclusively for construction, equipping and maintaining of parks and recreational facilities for use by the general public, including but not limited to, the following:

Constructing and equipping parks and recreational facilities in Bartow, Florida (including athletic facilities, such as soccer fields, baseball diamonds, football fields, and similar facilities and all accessory equipment and facilities necessary to the operation thereof, such as restrooms, bleachers, playground equipment, refreshment stands, athletic equipment and related items) for use by the public at large, including children;

Establishing scholarships for children which will allow them to engage in recreational and athletic programs carried out on such parks and recreational facilities; and

Doing and performing such other acts and things as shall assure to residents of Bartow, Florida, adequate facilities, tools and space to engage in recreational, athletic and cultural activities.

#### ARTICLE IV

##### Restrictions

Notwithstanding any other provisions in these Articles, (1) the purposes for which this corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501©(3) of the Code, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501©(3) of the Code, and (3) all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event or at any time inure to the personal benefit of, or be distributable to, any member, director, officer or trustee of the corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any member, officer, director or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above.

#### ARTICLE V

##### Qualification of Members

Section 1. Qualification. The membership of this Corporation shall constitute the persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

Section 2. Voting Rights. Members shall not be entitled to vote except as provided in these Articles, the Bylaws, or as and when, if ever, determined by the Board of Directors in their sole discretion.

Section 3. No Vesting. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation.

Section 4. No Liability. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

#### ARTICLE VI

##### Incorporator

The name and address of the incorporator is: Angie Whisnant, whose address is 2250 S. Floral Ave. Bartow, FL 33830.

## ARTICLE VII

### Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (one of which, if there are more than one, shall be designated as the Senior Vice-President), a Secretary, and a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. Initial Officers. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Sal Magnetico, 895 S. Oakwood Loop Bartow, FL 33830
Senior Vice President	Stan Jones, 640 Walden Ave. Bartow, FL 33830
Vice President	Sonny Chauhan, 1565 N. Broadway Ave. Bartow, FL 33830
Secretary	Clyde Gibson, 125 E. Main St. Bartow, FL 33830
Treasurer	George Dunlap, 245 S. Central Ave. Bartow, FL 33830
Executive Director-ex-officio	Angie Whisnant, 2250 S. Floral Ave. Bartow, FL 33830

Section 3. Elections. The officers shall be elected at the annual meeting of the Board of Directors unless otherwise provided in the Bylaws.

## ARTICLE VIII

### Board of Directors

Section 1. Number of Directors. The initial number of directors of the Corporation shall be six (6), and may be changed as provided in the Bylaws, but shall never be less than three (3).

Section 2. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. Limitation on Election of Directors. No more than one-third of the elected directors of this Corporation shall be directors or officers of any other single for-profit or not-for-profit entity or the affiliates of such for-profit or not-for-profit entity.

Section 4. Initial Directors. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Sal Magnetico	895 S. Oakwood Loop Bartow, FL 33830
Stan Jones	640 Walden Ave. Bartow, FL 33830

Sonny Chauhan

1565 N. Broadway Ave.  
Bartow, FL 33830

Clyde Gibson

125 E. Main St.  
Bartow, FL 33830

George Dunlap

245 S. Central Ave.  
Bartow, FL 33830

#### ARTICLE IX

##### Bylaws

Section 1. Adoption of Bylaws. At the initial meeting of the Corporation, the Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Amendments. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors entitled to vote at a regular meeting or by a majority of the Directors at a special meeting duly called for the purposes according to the Bylaws.

#### ARTICLE X

##### Amendments

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of the Directors, at any meeting at which a quorum is established. Amendments may also be made at a regular meeting of the Directors upon notice given, as provided by the Bylaws, of intention to submit each amendment.

#### ARTICLE XI

##### Registered Agent

The street address of the initial registered office of this corporation shall be at 245 S. Central Ave. Bartow, FL 33830, and the name of the original registered agent at that address shall be George Dunlap.

#### ARTICLE XII

##### Tax Exempt Status

Section 1. Prohibition on Private Inurement. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Prohibition on Lobbying/Intervention in Political Campaigns. No substantial part of the activities of the Corporation shall be 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 candidates for public office.

Section 4. Other Prohibitions. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(3) of the Code.

Section 5. Public Charity Status. It is intended that the Corporation will qualify as a public charity under Section 509(a)(1) of the Code; however, the following provisions shall be applicable if it is determined that the Corporation is to be treated by the Internal Revenue Service as a "private foundation," for such period as the Corporation shall be classified as a private foundation. Notwithstanding anything herein to the contrary, in the event the Corporation is treated as a private foundation, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Section 4940 through 4945 of the Code, or could result in termination of the Corporation's status as a private foundation under Section 507 of the Code (except actions designed to cause the Corporation to be classified as a public charity).

Section 6. Private Foundation Status. During such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 6.1. Taxable Distributions. The Directors must distribute the Corporation's net revenues at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

Section 6.2. Self-Dealing. The Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code).

Section 6.3. Excess Business Holdings. The Corporation is prohibited from retaining any excess business holding (as defined in Section 4941(d) of the Code) which would subject the Corporation to tax under Section 4945 of the Code.

Section 6.4. Jeopardizing Investments. The Corporation is prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Moreover, the Corporation is prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets.

Section 6.5. Taxable Expenditures. The Corporation is prohibited from making any taxable expenditures (as defined in Section 4941(d) of the Code).

ARTICLE XIII  
Meetings

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Section 1. Annual Meeting.

The annual meeting of the membership for the election of members of the Board of Directors shall be held as provided as in the Bylaws.

Section 2. Regular and Special Meetings.

The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide reasonable notice of all such meetings.

ARTICLE XIV

Distribution of Assets Upon Distribution

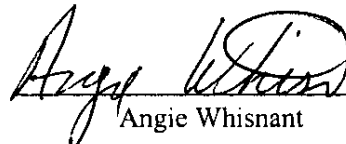
Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to such other entity qualifying as a tax-exempt charity under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt charity for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the Corporation's assets 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 the Circuit Court 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 XV

Indemnification

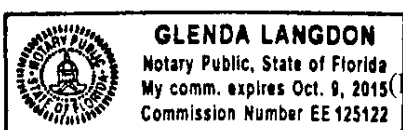
The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal this 23rd day of August, 2012, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
Angie Whisnant  
Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, personally appeared Angie Whisnant, to me personally known, who executed the foregoing instrument on the 23rd day of August, 2012.



(Notary Seal)

  
Glenda Langdon  
Notary Public



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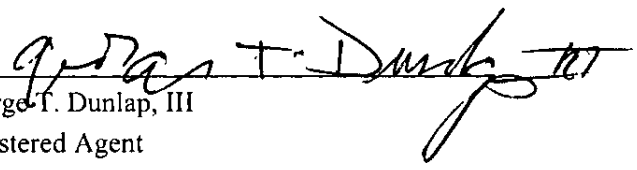
**CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT**

In pursuance of Section 48.091 and Section 607.0501 Florida Statutes, the following is submitted, in compliance with said provisions:

That THE BARTOW PARKS & RECREATION FOUNDATON, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida has designated Boswell and Dunlap, LLP, 245 South Central Avenue, Bartow, Florida 33830, as its Registered Office and George T. Dunlap, III, Esquire, as its Registered Agent at said office to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By   
George T. Dunlap, III  
Registered Agent