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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Gift of Giving in Central Florida, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE GIFT OF GIVING IN CENTRAL FLORIDA, INC.**

The undersigned, acting as incorporator of the Corporation pursuant to Chapter 617 of the *Florida Statutes*, hereby forms a corporation pursuant to the Florida Not For Profit Corporation Act and adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the Corporation shall be The Gift of Giving in Central Florida, Inc.

**ARTICLE II - STREET ADDRESS AND  
MAILING ADDRESS OF PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation is 1501 The Oaks Drive, Maitland, Florida 32751.

**ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION**

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing funding for underprivileged persons in the Central Florida area.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

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C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

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**ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS**

The Board of Directors of the Corporation shall be elected in the manner and method provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the Board of Directors and officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jay M. Fisher	1501 The Oaks Drive Maitland, Florida 32751	Director/President Treasurer
Rebecca Viola	205 Albrighton Court Longwood, Florida 32779	Director/Vice President/Secretary
Henry N. Didier, Jr.	1203 North Orange Avenue Suite 100 Orlando, Florida 32804	Director
J. Jeffery Deery	2615 Via Tuscany Winter Park, Florida 32789	Director
Sidney G. Cash	145 South Orlando Avenue Suite 1 Maitland, Florida 32751	Director
Catherine E. Davcy	253 North Orlando Avenue Suite 200 Maitland, Florida 32751	Director
Scott Fisher	1501 The Oaks Drive Maitland, Florida 32751	Director

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**ARTICLE V - REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 557 North Wymore Road, Suite 100, Maitland, Florida 32751. The name of the registered agent of the Corporation at that address is Jeffrey M. Koltun. The Board of Directors may from time to time designate a new registered office and registered agent.

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**ARTICLE VI - INDEMNIFICATION**

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

**ARTICLE VII - AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended or restated in accordance with the provisions of Chapter 617 of the *Florida Statutes*.

**ARTICLE VIII - DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

**ARTICLE IX - INCORPORATOR**

The following is the name and address of the incorporator of this Corporation:

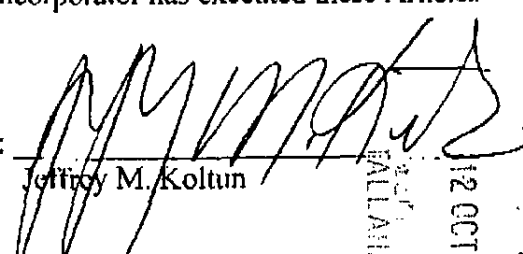
**Name**

Jeffrey M. Koltun

**Address**557 North Wymore Road  
Suite 100  
Maitland, Florida 32751FILED  
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on October 22, 2012.

By:   
Jeffrey M. Koltun

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is The Gift of Giving in Central Florida, Inc.
2. The name and address of the registered agent and office of the Corporation is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

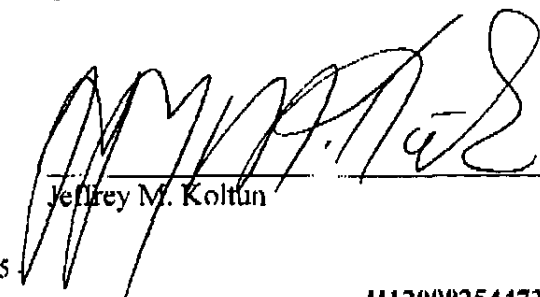
DATED October 22, 2012.

By:   
Jeffrey M. Koltun, Incorporated

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED October 22, 2012.

  
Jeffrey M. Koltun