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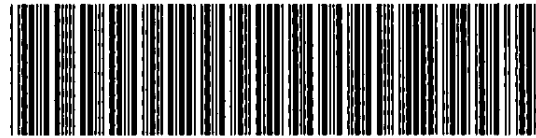
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TALLAHASSEE, FLORIDA

13 MAY 24 AM 8:30

*K 05/28/13*

Williams, Gautier, Gwynn & DeLoach, P.A.

Requestor's Name

Post Office Box 4128

Address

Tallahassee, FL 32315 850-386-3300

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GIBB Foundation, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domesucation
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION OF  
GIBB FOUNDATION, INC.**

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is GIBB Foundation, Inc. (the "Corporation")

**ARTICLE II**

**INITIAL REGISTERED OFFICE AND AGENT; PRINCIPAL ADDRESS**

The street address of the initial registered office of the Corporation is 300 Mabry Street, Tallahassee, Florida 32304, and the name of the initial registered agent of the Corporation at that address is Fred G. Shelfer, Jr.

**ARTICLE III**

**BOARD OF DIRECTORS**

- A) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors", except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors".
- B) The Corporation shall have five (5) Directors initially, in accordance with Section 617.0803(1), Florida Statutes. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3).
- C) The initial Directors and their respective initial terms shall be as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term</u>
Lisa F. Land	300 Mabry St., Tallahassee, FL 32304	1 year
Randy Jones	300 Mabry St., Tallahassee, FL 32304	2 years
Shirlee Bowne	1429 Lucky St., Tallahassee, FL 32308	2 years
Steve Roden	2457 Care Dr., Tallahassee, FL 32308	3 years
Jim Scarboro	P. O. Box 900, Tallahassee, FL 32303-0900	3 years

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- D) Directors shall be elected in accordance with the Bylaws of the Corporation.

#### **ARTICLE IV**

##### **OFFICERS**

The Corporation shall, at times, maintain a minimum of three (3) officers, which shall include a Chief Executive Officer/President, Vice President and Secretary/Treasurer, pursuant to Chapter 617 Florida Statutes (the "Officers"). The Corporation reserves the right to increase the number of Officers from time to time, but at no time will there less than three (3) officers. The Officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at its annual meeting.

#### **ARTICLE V**

##### **APPLICABLE LAWS**

The Corporation is organized pursuant to the provisions of the laws of the State of Florida. It is formed as a not for profit pursuant to Chapter 617, Florida Statutes.

#### **ARTICLE VI**

##### **PURPOSE OF THE CORPORATION**

The general nature, objectives and purposes of the Corporation are that it be organized and operated exclusively as a not-for-profit corporation and for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Laws. Specifically, the purpose of the Corporation is the transaction of any lawful activity, including, but not limited to, offering an opportunity for economic independence for people who are disabled by providing them opportunities to develop their vocational potential through paid work. The Corporation is not organized, and shall not be operated, for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. Distributions may be made by the Corporation to an organization qualified for exemption under Section 501(c)(3) of the Code if the Board of Directors determines that each such distribution accomplishes the religious, charitable and educational purposes of the Corporation.

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## ARTICLE VII

### POWERS

The Corporation shall have the general power to do all lawful acts, as conferred upon the corporation not for profit section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purpose, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- A) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) or Section 170 (c)(2) of the Code;
- B) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers or other private persons provided, however, 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 6 of these Articles of Incorporation; and
- C) 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.

## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by Chapter 617, Florida Statutes, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article VI herein or would be inconsistent with the provisions of Section 501(c)(3) or Section 170(c)(2) of the Code.

## ARTICLE IX

### CORPORATE LIQUIDATION AND DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Directors in the manner to best accomplish the religious, charitable and educational purposes of the Corporation, provided that such distribution shall be made:

- A) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the religious, charitable and educational purposes of the Corporation;
- B) To a federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- C) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the Corporation.

## ARTICLE X

### INCORPORATOR

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

Name

Address

Fred G. Shelfer, Jr.

300 Mabry Street  
Tallahassee, Florida 32304

## ARTICLE XI

### TERM OF EXISTENCE

The Corporation shall exist perpetually.

## ARTICLE XII

### MEMBERS

The Corporation shall not have members.

## ARTICLE XIII

### BYLAWS

- A) The Board of Directors, by a majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with these Articles of Incorporation.

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- B) Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors who are present at any regular or special meeting for such purpose.

#### ARTICLE XIV

#### AMENDMENTS

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Board of Directors who are present at any regular or special meeting held after proper notice.

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of the Corporation, have executed these Articles of Incorporation this 24<sup>th</sup> day of May, 2013.

  
FRED G. SHELFER, JR.


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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Florida Statutes, the undersigned not-for-profit 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: GIBB Foundation, Inc.
2. The name and address of the registered agent and office is:  
Fred G. Shelfer, Jr., 300 Mabry Street, Tallahassee, Florida 32304

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 BY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
FRED G. SHELFER, JR.  
Date: May 24, 2013

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TALLAHASSEE, FLORIDA