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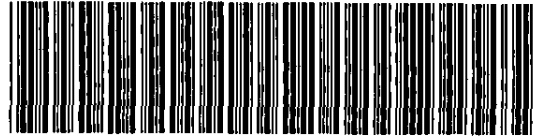
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TALLAHASSEE, FLORIDA

MD 7/16



**SUN CITY CENTER
CHARITABLE
FOUNDATION, INC.**

Leadership • Trust • Legacy

July 10, 2014

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

Subject: Sun City Center Charitable Foundation, Inc.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for: \$87.50 for filing fee, Certified Copy and Certificate.

From: Walter G. Cawein
1227 Chevy Chase Drive
Sun City Center, FL 33573
Telephone: 813-340-0533
Email: waltcawein@gmail.com

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.

Walter G. Cawein
Required Signature of Registered Agent

July 10, 2014
Date

Respectfully Submitted,

Walter G. Cawein
Walter G. Cawein
Telephone: (813) 340-0533
Email: waltcawein@gmail.com

Attachment: Articles of Incorporation



**SUN CITY CENTER
CHARITABLE
FOUNDATION, INC.**

Leadership • Trust • Legacy

A Florida Non-profit Public Benefit Corporation

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

NAME/

1.01 Name

The name of this corporation shall be Sun City Center Charitable Foundation, Inc.. The business of the corporation may be conducted as Sun City Center Charitable Foundation, Inc.

ARTICLE II

Corporate Place of Business and Mailing Address

2.01 Corporate Place of Business and Corporate Address

The principal place of business of the corporation is:

Sun City Center Charitable Foundation, Inc.
1653 Sun City Center Plaza
Sun City Center, FL 33573

The principal mailing address of the corporation is:

Sun City Center Charitable Foundation, Inc.
P.O. Box 6105
Sun City Center, FL 33571-6105

ARTICLE III

PURPOSE

3.01 Purpose

Sun City Center Charitable Foundation, Inc. is a non-profit corporation organized and operated exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

To promote, solicit and encourage charitable contributions of real and personal property, and other objects or items of value, by donation, gift, devise, or otherwise, such contributions to be devoted to the public use in the preservation and maintenance of public facilities and for the betterment of the Sun City Center Community. Further, the corporation will promote, solicit and encourage charitable, educational and historic events related to said preservation and maintenance.

Our vision is to make Sun City Center a better place for its nearly 25,000 senior citizens. The foundation is focused on examining the needs of the community and engaging the right organizations to address those needs to assure successful impact. The foundation will also provide a link between those individuals and organizations with charitable resources and those who need help, to mobilize individuals to become active partners in the building of a better community and to be a permanent resource for the needs of our community's future.

3.02 Funding

All funding for this Charitable Foundation will come from individual donors, organizations and Government organizations.

3.03 Duration

The period of duration of the corporation is perpetual.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Governance

Sun City Center Charitable Foundation, Inc. shall be governed by its board of directors.

4.02 Manner of Election/Appointment of Directors

The election of directors to replace those directors who have fulfilled their term of office shall take place during the annual Board of Director's meeting in December of each year by the majority vote of the existing board of directors.

The board of directors may fill unexpected vacancies due to resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position during any Board meeting but subject to the maximum number of directors under the Corporations Bylaws. Such elections and/or appointments shall be filled by the board for the balance of the term of the director being replaced.

Recommendations for Board membership shall be the responsibility of the Governance Committee.

ARTICLE V **INITIAL DIRECTORS**

5.01 Initial Directors of the Corporation shall be:

Edmund L. Barnes
1205 Knights Gate Court
Sun City Center, FL 33573

Dallas Tuthill
2023 Berry Roberts Drive
Sun City Center, FL 33573

Walter G. Cawein
1227 Chevy Chase Drive
Sun City Center, FL 33573

Paul Wheat
2211 Westminster Manor Lane
Sun City Center, FL 33573

Tom Ritenour
881 Reflections Loop East
Winter Haven, FL 33884

James R. Wilmouth
1223 LaBrad Lane
Tampa, FL 33613

Marvin S. Sudman
1807 Del Webb Blvd. E
Sun City Center, FL 33573

ARTICLE VI **INITIAL REGISTERED AGENT**

6.01 Registered Agent

The name and address of the initial registered agent of the corporation shall be:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Walter G. Cawein, Registered Agent
Sun City Center Charitable Foundation, Inc.,
1227 Chevy Chase Dr.
Sun City Center, Florida 33573.

ARTICLE VII

NON-PROFIT NATURE

7.01 Non-profit Nature

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

7.02 Personal Liability

No director or officer of this corporation shall be personally liable for the debts or obligations of Sun City Center Charitable Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

7.03 Dissolution

Upon termination or dissolution of the Sun City Center Charitable Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

At the present time the Sun City Center Community Association Inc., a 501(c) (3) organization meeting the above criteria has been selected by the current Board members of the Sun City Center Charitable Foundation, Inc. to receive all lawful assets upon termination or dissolution of the Sun City Center Charitable Foundation.

If that organization is no longer in existence or chooses not to accept the distribution, the organization to receive the assets of the Sun City Center Charitable Foundation, Inc. shall then be selected by the discretion of a majority of the managing body of the Sun City Center Charitable Foundation, Inc. and if its members cannot so agree, then the recipient organization

shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Sun City Center Charitable Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

7.04 Prohibited Distributions

Sun City Center Charitable Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers or other private persons or individuals. The corporation may, however, pay reasonable compensation for services rendered by persons other than trustees, officers of the corporation or members of the Board of Directors, and may make other payments and distributions consistent with these Articles. The corporation may also reimburse expenses to directors, trustees, and officers for expenses approved by the board of directors.

7.05 Restricted Activities

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

7.06 Prohibited Activities

Notwithstanding any other provision of these articles, the incorporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE VIII **MEMBERSHIP**

8.01 Membership

Sun City Center Charitable Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws, with assistance from individuals outside Sun City Center Charitable Foundation, Inc. as required.

ARTICLE IX **AMENDMENTS**

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X **INCORPORATORS**

10.01 The incorporators of the corporation are as follow:

Edmund L. Barnes
1205 Knights Gate Court
Sun City Center, FL 33573

Dallas Tuthill
2023 Berry Roberts Drive
Sun City Center, FL 33573


Walter G. Cawein
1227 Chevy Chase Drive
Sun City Center, FL 33573

Paul Wheat
2211 Westminster Manor Lane
Sun City Center, FL 33573

ARTICLE XI **CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned incorporators, do hereby submit and affirm that the facts stated in the above stated Articles of Incorporation of Sun City Center Charitable Foundation, Inc. as stated herein are true. We are aware that any 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.

Edmund L. Barnes
1205 Knights Gate Court
Sun City Center, FL 33573

 7/3/14

Name Date

Walter G. Cawein
1227 Chevy Chase Drive
Sun City Center, FL 33573

Walter G. Cawein 7/4/2014
Name Date

Dallas Tuthill
2023 Berry Roberts Drive
Sun City Center, FL 33573

Dallas B. Tuthill 7/8/2014
Name Date

Paul Wheat
2211 Westminister Manor Lane
Sun City Center, FL 33573

Paul Wheat 7/7/2014
Name Date

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15 JUL 15 PM 12:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Walter G. Cawein, agree to be the registered agent for Sun City Center Charitable Foundation, Inc., as appointed herein.

Walter G. Cawein
Walter G. Cawein, Registered Agent

Date: July 8, 2014
Telephone: (813) 340-0533
Email: waltcawein@gmail.com