

N95000000018

DAVID C. MARTELL
Post Office Box 541524
Orlando, Florida 32854-1524 U.S.A.
(407) 352-3112

December 28, 1994

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/03/95--01003--011
++++70.00 +++++70.00

RE: The David C. Martell Charitable Foundation, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for the above-referenced not for profit corporation during the first week of January 1995.

Enclosed is a money order for the following fees:

New Corporation Filing Fee	\$35.00
Resident Agent Designation	35.00
Certified Copy of Articles	0.00

TOTAL: \$ 70.00

FILED
103 JAN 3 PM 2:29
TALLAHASSEE

Also enclosed is an original copy of the Articles of Incorporation and the Designation of Resident Agent. Please return a copy of the Articles of Incorporation as soon as possible to the mailing address shown above. Thank you very much for your cooperation.

Very truly yours,


David C. Martell

1/03/95
Per Mr. Martell, file
Articles on 1/03/95.
SDB

- N.P. SDB 1/03/95 N95-018
- Enclosures: 1. Original and one copy of Articles of Incorporation
2. Original and one copy of Designation of Res. Agent
3. Money Order

ARTICLES OF INCORPORATION OF THE
DAVID C. MARTELL CHARITABLE FOUNDATION, INC.,
a Florida Not For Profit Corporation

FILED
MAR 3 1982
TALLAHASSEE

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME AND STREET ADDRESS

The name of the corporation is THE DAVID C. MARTELL CHARITABLE FOUNDATION, INC. The street address of the initial principal office of the corporation is 7679 Persian Court, Orlando, Florida 32819; and its mailing address is Post Office Box 541524, Orlando, Florida 32854-1524 U.S.A.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing with the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - CORPORATE PURPOSES

The corporation is a not for profit corporation. The purposes for which the corporation is organized are as follows:

(a) The general purposes for which the corporation is organized, without limitation, are to operate exclusively for such benevolent, religious, charitable, civic, scientific, literary, cultural, and educational purposes as will qualify it as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(b) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity, and education, and for other charitable purposes, by the distribution of funds for such purposes, and specifically for the benefit of minor children, the impoverished, the homeless, the physically handicapped, Christian and Messianic

religious organizations and churches, and non-profit law enforcement entities.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - TAX-EXEMPT STATUS

(a) Distribution of Income. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(b) Self-dealing. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(e) Taxable Expenditures. The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE V - NO CAPITAL STOCK OR DIVIDENDS

The corporation is organized on a nonstock basis. No dividends shall be paid, and no part of the income or profit of the corporation shall be distributed to its directors or officers. The corporation may pay compensation in a reasonable amount to its directors and officers for their services rendered.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7679 Persian Court, City of Orlando, County of Orange, State of Florida 32819. The name of the initial registered agent of this corporation at that address is David C. Martell.

ARTICLE VII - CORPORATE POWERS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors, or managers. The number of directors of the corporation shall be at least three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. All directors shall be residents of the State of Florida.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors, to be held on January 9, 1995, at 12:00 noon, at 7679 Persian Court, Orlando, Florida 32819, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the second annual meeting following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 12:00 noon, on the second Monday in January of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written

consent of the Board of Directors without a meeting and that the Article of Incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to act as the initial directors of the corporation are:

David C. Martell	7679 Persian Court, Orlando, Florida 32819
Merlin Carley	711 Crystal Drive, Ocoee, Florida 34761
Marian F. Qualk	1827 Almsley Way #4, Vero Beach, Florida

ARTICLE VIII - MEMBERSHIP

(a) Directors as Membership. The sole class of members of the corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of the 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 upon the dissolution or winding up of this corporation. Members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and members shall not be subject to any assessments.

ARTICLE IX - INCORPORATOR

The name and address of each incorporator are:

David C. Martell	7679 Persian Court, Orlando, Florida 32819
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ARTICLE X - CORPORATE OFFICERS

The Board of Directors shall elect the following officers: President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers: David C. Martell, 7679 Persian Court, Orlando, Florida 32819, as President and Secretary/Treasurer.

ARTICLE XI - AMENDMENT OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations

set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the Board of Directors of the corporation, the bylaws of the corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth in the bylaws of the corporation.

ARTICLE XII - CORPORATE PROPERTY

The property of this corporation is irrevocably dedicated to the aforementioned charitable and benevolent purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual, except as provided for herein.

Such portions of corporate property as are used predominantly for the educational, literary, scientific, religious or charitable purposes of the corporation may be exempted from valorem property taxation pursuant to the Constitution of the State of Florida, Article VII, Section 3(a), and Florida Statutes, Chapter 196.

ARTICLE XIII - DISSOLUTION OF THE CORPORATION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for benevolent, religious, charitable, scientific, civic, literary, cultural, or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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 XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the directors for their vote. Amendments may be adopted by a majority vote of the directors of the corporation then in office.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on December 28, 1994 A.D.



DAVID C. MARTELL

STATE OF FLORIDA }

COUNTY OF ORANGE }

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID C. MARTELL, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of December, 1994 A.D.

Type of Identification Produced: Florida Driver's License


Notary Public

DESIGNATION OF REGISTERED OFFICE AND RESIDENT
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

FILED
JUN 3 1994
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

The following certificate is submitted in compliance with Florida Statute Sections 48.091 and 617.0501:

That THE DAVID C. MARTELL CHARITABLE FOUNDATION, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 7679 Persian Court, Orlando, Florida 32819, has named David C. Martell at 7679 Persian Court, City of Orlando, State of Florida, as its agent to accept service of process within Florida.

Dated: December 28, 1994



DAVID C. MARTELL, President

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: December 28, 1994



DAVID C. MARTELL, Resident Agent