

N95000001452

Paul K. Heistand
William E. Allison
(1993-1995)

Allison and Heistand, P.A.

221 Second Avenue - South
Post Office Box 126
St. Petersburg, Florida 33731

Telephone 813-899-4745
Fax 813-899-9448

March 21, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-03/24/95--01061--011
***122.50 ***122.50

Re: GATORS ONLY FOUNDATION, INC.

Dear Sirs:

I would appreciate your courtesy in filing the enclosed Articles of Incorporation with your office. Enclosed please find my firm's check in the amount of \$122.50 for the following services rendered in this regard:

\$ 35.00	Filing fee
35.00	Registered Agent designation
<u>52.50</u>	Certified copy of Articles
\$122.50	Total

As you can see from the foregoing, I would appreciate receiving a certified copy of the corporate charter after it has been filed.

I am also enclosing, if needed by your office, a Consent and Approval from GATORS ONLY, INC., a corporation owned by the same principals, authorizing the use of the new corporate name by the new corporation.

Should you have any questions concerning this matter, please do not hesitate to contact me. Thank you for your courtesy in this regard.

Sincerely,

ALLISON AND HEISTAND, P.A.

Paul K. Heistand

Paul K. Heistand

PKH:jrb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
GATORS ONLY FOUNDATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida as provided herein.

ARTICLE I NAME

The name of this Corporation being formed is:

GATORS ONLY FOUNDATION, INC.

ARTICLE II TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV MEMBERSHIP

Any person who (1) is interested in the goals and purposes of this Corporation, (2) contributes during any current or prior fiscal year of this Corporation any money, property, or other item of value to this Corporation, and (3) requests to be a Member of this Corporation, shall be admitted as a Member of this Corporation.

ARTICLES V REGISTERED AGENT AND OFFICE

The name and street address of the initial Registered Agent and initial Registered Office of this Corporation are:

MARY K. HOWARD
319 N. Dale Mabry Hwy.
Tampa, FL 33609

ARTICLE VI PRINCIPAL OFFICE

The principal office and mailing address of this Corporation are:

319 N. Dale Mabry Hwy.
Tampa, FL 33609

ARTICLE VII DIRECTORS AND OFFICERS

This Corporation shall be managed and governed by a Board of Directors composed of a minimum of three (3) persons and a maximum of twenty-one (21) persons, the exact number of which shall be determined from time to time in the manner set forth in the By-Laws. The Board of Directors shall be elected annually by the Members. Directors are required to be Members of this Corporation.

The principal Officers of this Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, who shall be elected annually by the Board of Directors of this Corporation in the manner set forth in the By-Laws. Other Officers may be provided for in the By-Laws. Officers are not required to be Members of this Corporation. Officers may be removed at any time with or without cause by the Board of Directors.

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify any Officer, Director, or Member, or any former Officer, Director, or Member, to the full extent permitted and allowed by the laws of the State of Florida.

ARTICLE IX INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are:

MARY K. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

EMILY P. KARKUT
14 Mott Road
Baldwinsville, NY 13027

ARTICLE X INITIAL DIRECTORS

The initial Board of Directors of this Corporation shall consist of three (3) persons. The names and addresses of the initial Board of Directors are:

MARY K. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

EMILY P. KARKUT
14 Mott Road
Baldwinsville, NY 13027

ARTICLE XI INITIAL OFFICERS

The names and addresses of the initial Officers of this Corporation, who are to serve until the first election of Officers, are:

President ----- MARY K. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

Vice-President -- WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

Secretary ----- WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

Treasurer ----- WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

ARTICLE XII AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. Amendments may be proposed by any Director and shall be adopted by a majority vote of the entire Board of Directors.

ARTICLE XIII ADOPTION OF BY-LAWS

The power to adopt, alter, amend, or repeal any or all of the By-Laws, or to adopt new By-laws, shall be vested solely in the Board of Directors; provided, however, that any By-law, or amendment thereto, may be proposed by any Member for adoption by the Board of Directors.

ARTICLE XIV BY-LAWS AND CORPORATE MANAGEMENT

This Corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the affairs of this Corporation; provided, however, that the same is not inconsistent with the provisions of these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XV RESTRICTIONS

A. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private person affiliated with this Corporation, except that this 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 these Articles. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not

participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

C. This Corporation shall issue no shares of stock of any kind or nature.

ARTICLE XVI EXECUTIVE COMMITTEE

The Board of Directors shall have the power to enact By-Laws providing for the appointment of an Executive Committee of the Board of Directors. The Board of Directors may define the duties of the Executive Committee, but if not otherwise defined by the Board of Directors, it shall have and exercise such of the powers of the Board of Directors, during the period of time between meetings of the Board of Directors, as may be lawfully delegated

IN WITNESS WHEREOF, the undersigned have executed these Articles this 6th day of April, A.D. 1995.


MARY K. HOWARD

William G. Howard
WILLIAM G. HOWARD

X Emily P. Karkut
EMILY P. KARKUT (w-)

STATE OF FLORIDA)
COUNTY OF Hillsborough) ss.:
PINELLAS)

6th SWORN TO, subscribed, and acknowledged before me this
day of March, 1995, by MARY K. HOWARD, who

[CHECK ONE]

() is personally known to me.
(☒) has produced FLDL # H 630-591-43-862
as identification.

My Commission Expires: 9/28/96



OFFICIAL SEAL
VERNA G. PELAEZ
My Commission Expires
Sept. 28, 1996
Comm. No. CC 231997

Verna G. Pelaez
Signature of Notary Public
Verna G. Pelaez
Printed Name of Notary Public

STATE OF FLORIDA)
COUNTY OF Hillsborough) ss.:
PINELLAS)

6th SWORN TO, subscribed, and acknowledged before me this
day of March, 1995, by WILLIAM G. HOWARD, who

[CHECK ONE]

() is personally known to me.
(☒) has produced FLDL # H 630-927-45-158-0
as identification.

My Commission Expires: 9/28/96



OFFICIAL SEAL
VERNA G. PELAEZ
My Commission Expires
Sept. 28, 1996
Comm. No. CC 231997

Verna G. Pelaez
Signature of Notary Public
Verna G. Pelaez
Printed Name of Notary Public

STATE OF NEW YORK)
COUNTY OF Orange) ss.:

SWORN TO, subscribed, and acknowledged before me this
26th day of January, 1995, by EMILY P. KARKUT, who

[CHECK ONE]

(X) is personally known to me.
() has produced _____
as identification.

My Commission Expires:

HAROLD D. KISSELSTEIN

Notary Public
No. 100,000,000
My Commission Expires August 31, 1995

Harold D. Kisselstein
Signature of Notary Public

Printed Name of Notary Public

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as the individual designated to accept service of process on behalf of the above Corporation, as the Registered Office designated therein, does hereby accept such designation and agrees to act in such capacity and to comply with the provisions of the Florida law relating to keeping open said office and acting as Registered Agent.

Mary K. Howard
MARY K. HOWARD, Registered Agent

CONSENT AND APPROVAL

THE UNDERSIGNED does hereby consent to the filing of Articles of Incorporation for **GATORS ONLY FOUNDATION, INC.**, a corporation not for profit, and does hereby approve of the Department of State of Florida filing such Articles of Incorporation in the records for such department.

DATED: March 6th, 1995.

GATORS ONLY, INC.

BY: Mary K. Howard
MARY K. HOWARD, President

ATTEST:

William G. Howard
WILLIAM G. HOWARD, Secretary