

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 07210000032

REFERENCE : 612899 88752A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 9, 1995

ORDER TIME : 10:07 AM

ORDER NO. : 612899

CUSTOMER NO: 88752A

CUSTOMER: Patricia A. Walker, Legal Asst
DITTMER & WOHLUST, P.A.

230 Lookout Place

Maitland, FL 32751

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-06/09/95--01041--004
****123.50 ****123.50

FILED
55 JUN 12 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WILLIAM J. AND GLORIA GOODMAN
FOUNDATION, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

JUN 9 1995 BSB

T. BROWN JUN 12 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 9, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WILLIAM J. AND GLORIA GOODMAN FOUNDATION, INC.
Ref. Number: W95000011773

We have received your document for WILLIAM J. AND GLORIA GOODMAN FOUNDATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00028450

ARTICLES OF INCORPORATION
OF THE
WILLIAM J. AND GLORIA GOODMAN FOUNDATION, INC.

FILED
95 JUN 12 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The individuals named herein certify that they have associated themselves together for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida and especially under and by virtue of Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation shall be the WILLIAM J. AND GLORIA GOODMAN FOUNDATION, INC. and the initial principal address of the corporation is 890 S. R. 434 North, Altamonte Springs, Florida.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date of filing and acknowledgement of these Articles.

ARTICLE III

The general powers, objects, purposes and nature of the corporation shall be as follows:

1. To be operated exclusively to benefit charities, education, service organizations, humanitarian projects, to provide opportunities for the less fortunate and the making of distribu-



tions 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.

2. To do all and everything necessary, suitable or proper for the accomplishment of the purpose set forth above, either alone or in connection with any other corporation, firm or individual and either as principal or agent, and to do every other act or acts, thing or things incidental to or growing out of or connected with the aforesaid purpose.

3. To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States, except as restricted under these Articles of Incorporation.

4. Notwithstanding any powers granted to this Corporation by its articles of incorporation, by-laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribu-

tion of any of the Corporate assets on dissolution of the Corporation.

L. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

c. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

d. Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or by an organization, contributions to which are deductible under §170(c)(2) or 2055(a) of the Code.

e. Upon the dissolution of the corporation, the Board of Trustees of the corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to

such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV

If the corporation is a Private Foundation within the meaning of §509 of the Code, and is not an Operating Foundation as defined by §4942(j)(3) of the Code, then the provisions of this Article IV shall apply:

1. The corporation shall 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, or corresponding provisions of any later federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any later federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any later federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

5. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE V

The qualification for members and the manner of their admission shall be regulated by the By-Laws.

ARTICLE VI

The street address and city of the initial registered office of the corporation in the State of Florida is 890 S.R. 434 North, Altamonte Springs, Florida, and the name of the initial registered agent of the corporation at such address is WILLIAM J. GOODMAN.

ARTICLE VII

The affairs of the corporation shall be managed and conducted by a Board of Trustees as the governing body. The Board of Trustees shall be composed of not less than three (3) Trustees. The Board of Trustees shall not be elected by the members, but shall be elected as regulated by the By-Laws. The names and addresses of the initial Board of Trustees of the corporation are as follows:

<u>Name</u>	<u>Address</u>
WILLIAM J. GOODMAN	103 Sand Pine Lane, Longwood, FL 32779
GLORIA GOODMAN	103 Sand Pine Lane, Longwood, FL 32779
LAUREN B. GOODMAN	2451 Jennifer Hope Lane, Longwood, FL 32779

ARTICLE VIII

This corporation is organized on a non-stock basis.

ARTICLE IX

The name and address of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
WILLIAM J. GOODMAN	103 Sand Pine Lane, Longwood, FL 32779
GLORIA GOODMAN	103 Sand Pine Lane, Longwood, FL 32779

ARTICLE X

These Articles of Incorporation may be amended by the Board of Trustees provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

ARTICLE XI

The corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the corporation, or in his capacity as Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any

such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.


2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Trustee or officer of the Corporation, or by reason of his being or having been a Trustee, officer employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation have executed these Articles of Incorporation this 31st day of May, 1995.

 (SEAL)
WILLIAM J. GOODMAN
As Incorporator

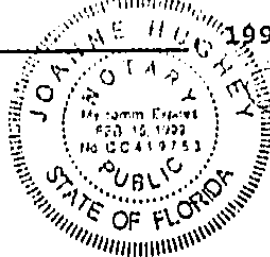
 (SEAL)
GLORIA GOODMAN
As Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM J. GOODMAN and GLORIA GOODMAN, as Incorporators, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of May 1995.



Joanne Hughes
Notary Public Joanne Hughes
My Commission Expires 2/15/99

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for WILLIAM J. AND GLORIA GOODMAN FOUNDATION, INC., a Florida Corporation, in the foregoing Articles of Incorporation, I, on behalf of the corporation, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

[Signature]
WILLIAM J. GOODMAN
REGISTERED AGENT