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ROBERT E. CASE, JR.

FACSIMILE NO.  
768-4524

W. BRANTLEY BRANNON  
(1907-1988)

June 8, 1995

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

EFFECTIVE DATE 900001510203

-06/09/95--01089--016

\*\*\*\*\*78.75. \*\*\*\*\*78.75

6-8-95

Re: CHRISTINA PRICE FOUNDATION INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, along with a check in the amount of \$78.75 to cover the following:

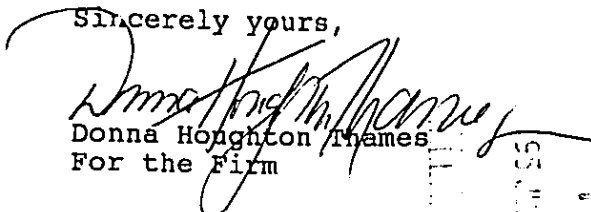
Filing Fee	\$35.00
Registered Agent Designation	35.00
Corporate Status Certificate	8.75

If you find the enclosed in proper form, please file the original and return a copy to me along with the Corporate Status Certificate.

Should you have any questions or need anything further with regard to this matter, please feel free to call our office collect.

Thank you for your courtesy in this matter.

Sincerely yours,

  
Donna Houghton Thames  
For the Firm

DHT  
Enclosures

B. BROWN JUN 14 1995

EFFECTIVE DATE  
6-8-95

ARTICLES OF INCORPORATION  
OF  
CHRISTINA PRICE FOUNDATION, INC.

(A Corporation Not for Profit)

We, the undersigned, with other persons being desirous of forming a charitable and philanthropic corporation not for profit, under the provisions of Chapter 617, Florida Statutes, and in accordance with all pertinent laws of the State of Florida, hereby associate ourselves together and make, subscribe, acknowledge and agree to the following:

ARTICLE I  
NAME

The name of the corporation shall be:

CHRISTINA PRICE FOUNDATION, INC.

ARTICLE II  
PURPOSES

The general nature of the objects and purposes of this corporation shall be to provide money or monies to children who have lost one or both parents to acts of violence or accident, and such money or monies shall be used for the purposes of continued education in the form of college or vocational training.

In carrying out its purpose, the corporation may receive gifts and grants of money or property, invest and reinvest, collect income and disburse funds to any person or organization, public or private.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any member, officer or director of this 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).

The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions

of any subsequent federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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 Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization's contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE III POWERS**

This corporation shall have all powers provided for corporations not for profit under the laws of the State of Florida.

### **ARTICLE IV MEMBERS**

The membership of this corporation shall be open to all persons and/or organizations who are active in promoting the purpose(s) of the corporation by using the services of the office and/or by participating in programs or actions organized by the corporation to promote issues of relating to the purpose of this corporation. All members shall have the right to cast a vote at the annual meeting and any other special meetings called for the general membership.

No limit is established for the number of members who can belong to the corporation. All those who accept membership in the corporation are expected to attend the annual meeting or any other special meeting, that might be called for the general membership, if possible.

Any member may freely resign from the corporation. The Board of Directors requests that the resigning member, whenever possible, submit a letter of resignation to the corporation's secretary.

If the Board of Directors shall find that a member has abused his/her membership in any way, or shall have acted in a manner detrimental to the corporation or its services, the directors may suspend his/her rights or terminate his/her membership by a majority vote of those members of the Board of Directors present at any regular or special meeting called for considering such action.

Any such member proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which removal is to be voted upon and shall be entitled to appear before and be heard at such meeting concerning any defenses as the individual and/or organization deem advisable to present.

**ARTICLE V**  
**COMMENCEMENT OF CORPORATION AND**  
**TERM OF EXISTENCE**

This corporation shall commence on June 8, 1995. The term for which this corporation is to exist shall be perpetual.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 1. General Powers. The business affairs of this corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation and By-Laws of this corporation. The Board of Directors may, in the By-Laws, provide for delegation of powers to an Executive Committee.

Section 2. Board. The initial Board of Directors shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualified. The name and address of each initial director is:

<u>Name</u>	<u>Address</u>
Robert J. Hammerle	P.O. Box 2306 Lake City, FL 32056
Art Picklo	P.O. Box 2845 Lake City, FL 32056
Charlotte A. Hammerle	P.O. Box 2306 Lake City, FL 32056

As soon as practicable hereafter, the Board of Directors shall meet and adopt By-Laws which shall prescribe the number of directors, the manner chosen and the manner of filling vacancies. The Board of Directors shall never be less than three (3).

Section 3. Terms. The terms of the directors shall be as prescribed in the By-Laws.

Section 4. Quorum. The presence of a majority of the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Voting. Every member of the Board shall be entitled to one (1) vote, in an act of the Board of Directors. Such vote may not be exercised by proxy.

#### **ARTICLE VII OFFICERS**

The officers of the corporation shall also be the officers of the Board of Directors. The officers shall be President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the By-Laws. The names and addresses of the officers who will serve until the next election by the Board of Directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert J. Hammerle	President	P.O. Box 2306 Lake City, FL 32056
Charlotte A. Hammerle	Secretary/ Treasurer	P.O. Box 2306 Lake City, FL 32056

#### **ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

These Articles of Incorporation may be amended by resolution adopted by the vote of a majority of the members present at any meeting of the members duly called and convened at which a quorum is present, provided that fifteen (15) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting.

The By-Laws may be amended in the following manner:

(a) If notice of the character of the amendments proposed has been given in a notice of meeting, the By-Laws may be altered or amended at any regular or special meeting of the Board by the affirmative vote of a majority of the Board of Directors.

(b) If notice of the character of the amendments proposed has not been given in the written notice of the meeting, the By-Laws may be altered or amended at any regular or special meeting of the Board by the affirmative vote of a majority of the Directors present and voting.

#### **ARTICLE IX LOCATION**

The location of this corporation shall be at Lake City, Florida, or such other places within Florida as the Board of

Directors may from time to time select and so communicate to the office of the Secretary of State of Florida.

**ARTICLE X  
DISSOLUTION**

In the event of dissolution of the corporation or the winding up of its affairs, all of the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended. No member, director, officer, or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

**ARTICLE XI  
INCORPORATORS**

The name and address of the person incorporating these Articles of Incorporation is as follows:

Name  
Charlotte A. Hammerle

Address  
P.O. Box 2306  
Lake City, FL 32056

**ARTICLE XII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Route 1, Box 288-A, Lake City, Florida 32055, and the name of its initial registered agent at such address is Charlotte A. Hammerle. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.

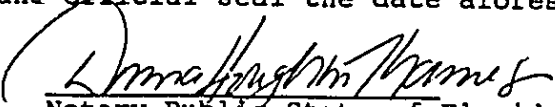
Charlotte A. Hammerle, Incorporator

STATE OF FLORIDA  
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority on this 8th day of June, 1995, personally appeared Charlotte A. Hammel to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

(NOTARIAL SEAL)

  
Notary Public State of Florida  
Print Name: Donna Houghton Thames  
My Commission Expires:  
Commission Number: CC # 129251

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: July 21, 1998.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CHARLOTTE A. HAMMERLE, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Route 1 Box 288-A, Lake City, Florida, has named CHARLOTTE A. HAMMERLE as agent to accept service of process within this State.

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, CHARLOTTE A. HAMMERLE, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

Dated this 8<sup>th</sup> day of June, 1995.

Charlotte A. Hammerle  
Registered Agent