

BAKER

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COUNSELLORS AT LAW

N9500003767

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000

FAX (407) 841-0168

WRITER'S DIRECT DIAL NUMBER (407)

649-4007

August 3, 1995

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

500001554255

-08/07/95--01054--001

***122.50 ***122.50

Re: The Ryan Rice Foundation for AIDS Research and
Awareness, Inc./Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation for The Ryan Rice Foundation for AIDS Research and Awareness, Inc., a not for profit corporation, together with this firm's check in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for a certified copy of the Articles of Incorporation, and the \$35.00 registered agent designation fee.

Please file and provide me with a certified copy thereof in the pre-addressed envelope also enclosed.

Thank you for your assistance in this matter. If there are any problems with the formation of this company, please contact me at (407) 649-4007.

GAVE

Sincerely,

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

Enclosures

H.A. Tico Perez, Esq.
Incorporator

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95 AUG -7 AM 8:05

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ARTICLES OF INCORPORATION

OF

THE RYAN RICE FOUNDATION FOR AIDS RESEARCH AND AWARENESS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Florida Not For Profit Corporation Law.

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be: The Ryan Rice Foundation for AIDS Research and Awareness, Inc.

The address of the corporation and principal place of business shall be 3001 Aloma Avenue, Suite 223, Winter Park, Orange County, Florida, 32792, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II
PURPOSES

(a) The corporation is organized and shall be operated exclusively for charitable or educational purposes, including for such purposes, but without limitation thereon: (i) To educate society about the dangers of contracting AIDS and the HIV virus, effective means of AIDS and HIV prevention, and effective support systems for those infected with AIDS and the HIV virus; and (ii) To conduct and/or fund research aimed at the discovery of a cure for AIDS and the improvement of treatment programs and medications available to those infected with the HIV virus or AIDS. This corporation shall receive and maintain funds of real and or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific, or educational purposes. Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(c) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the aforesaid purposes of the corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE III

POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes, and future amendments succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or to effect any and all of the charitable, scientific, and educational purposes for which the corporation is organized, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This 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) This 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 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This 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 laws.

(e) This corporation shall not make any investment 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 laws.

(f) This 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 laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

MEMBERS

The members of this corporation shall consist of such persons, over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation. 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 on the dissolution or winding up of the corporation. Members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V

TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name

H.A. Tico Perez

Address

200 South Orange Avenue
SunBank Center, Suite 2300
Orlando, Florida 32802-0112

ARTICLE VII
OFFICERS AND DIRECTORS

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by a majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by a majority of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary, and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

(c) Directors and officers of the corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

(d) No part of net earnings of the corporation shall inure to the benefit of or be distributable to any member, director, or officer of the corporation, or any private individuals, but the 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 Article II hereof. It is intended that this corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII DIRECTORS

The names and addresses of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Deryle Hughes	3001 Aloma Avenue Suite 223 Winter Park, Florida 32792
Raymond Hatcher	3001 Aloma Avenue Suite 223 Winter Park, Florida 32792
Lo Ann Hatcher	3001 Aloma Avenue Suite 223 Winter Park, Florida 32792

ARTICLE IX OFFICERS

The name and address of the officer of this corporation who, subject to these Articles and the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent officers or until his successors have been duly elected and qualified is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Deryle Hughes	President/Secretary	3001 Aloma Avenue Suite 223 Winter Park, Florida 32792

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent at the following address is A.G.C. Co., a Florida corporation, and the street address of the corporation's initial registered office is 200 South Orange Avenue, SunBank Center, Suite 2300, Orlando, Orange County, Florida, 32802-0112. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office, together with the name of the registered agent.

ARTICLE XI
BYLAWS

The bylaws of this corporation may be made, altered, or rescinded from time to time, in whole or in part, by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended: (1) by the affirmative vote of a [majority] of the members present at a meeting of members at which a quorum is present; provided that the notice for the meeting includes the proposed amendment or a summary of changes; or (2) by the affirmative vote of a majority of the members by means of a vote by mail ballot, provided that the proposed amendment or summary of the changes to be effected by the amendment is included with the mail ballot sent to members.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 3rd day of August, 1995.


H.A. Tico Perez
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3rd day of August, 1995, by H. A. Tico Perez,
who is personally known to me who did not take an oath.

NOTARY PUBLIC:

Ivette Cordero
(sign)

Ivette Cordero
(print)

My Commission Expires:



IVETTE CORDERO
MY COMMISSION # CC448763 EXPIRES
April 3, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

The following is submitted in compliance with §617.0501 Florida Statutes.

That The Ryan Rice Foundation for AIDS Research and Awareness, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., a Florida corporation, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of the said statute relative in keeping open said office, and further states that the undersigned is familiar with §617.0501, Florida Statutes.

A.G.C. Co., a Florida corporation
Registered Agent

By: 
Kenneth C. Wright, Vice President

Dated: August 3, 1995.

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TAL OF ORANGE FLORIDA