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ACCOUNT NO. : 072100000032

REFERENCE : 705438 11432A

AUTHORIZATION :

COST LIMIT : *Patricia P. Pitts*

ORDER DATE : December 28, 1995

200001672882

ORDER TIME : 9:29 AM

ORDER NO. : 705438

CUSTOMER NO: 11432A

CUSTOMER: Ms. Erin Carpenter  
GROCOCK LOFTIS & ABRAMSON

Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: THE BOGGY CREEK GANG  
FOUNDATION, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*W. 95-25/21*

*626,525,*

*SAB*  
*1/10/96*

FILED  
95 DEC 28 PM 11:42:95 DEC 28 AM 11:09  
RECEIVED  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 29, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE BOGGY CREEK GANG FOUNDATION, INC.  
Ref. Number: W95000025121

We have received your document for THE BOGGY CREEK GANG FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please provide complete business street addresses for the directors, officers and incorporators.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 795A00055664

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BOGGY CREEK GANG FOUNDATION, INC.**  
(A Florida Not-For-Profit Corporation)

FILED  
95 DEC 28 11:42  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

WHEREAS, The Boggy Creek Gang, Inc. ("BCG") is a Florida not-for-profit corporation formed on or about February 20, 1990 for the general purpose of constructing a year-round camp facility (the "Camp") for children with chronic illnesses;

WHEREAS, substantial monetary, in-kind and other contributions ("Contributions") will be made to BCG for the purposes of constructing, operating, managing and owning the Camp;

WHEREAS, BCG deems it in the best interests of BCG, and the persons and administrators which it will benefit, to form an affiliated corporation (this "Corporation") to receive, manage, utilize, invest and distribute for purposes designated by BCG the contributions made to or for the benefit of BCG and/or the Camp.

NOW, THEREFORE, in accordance with Florida Statutes Sections 617.01201 et seq., the Corporation hereby states its Articles of Incorporation in their entirety as follows:

**ARTICLE I**

**NAME**

The name of this Corporation is "The Boggy Creek Gang Foundation, Inc.", organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as a corporation not-for-profit.

**ARTICLE II**

**DURATION OF EXISTENCE**

The Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**OBJECT AND PURPOSE**

The general object and purpose of the Corporation is to receive, manage, utilize, invest, and distribute Contributions made to or for the benefit of BCG and/or the Camp, which generally will provide physical facilities and professional resources for pursuit of the goal of non-hospital based rehabilitation, including camping and residential rehabilitation, and such other purposes as serve these ends, including, without limitation, family retreats, professional and public education programs, respite care, and medical foster care.

#### **ARTICLE IV**

##### **POWERS**

The Corporation is organized for the purpose of transacting any or all lawful business in order to accomplish the purposes hereof as provided and set forth in Article III above, and shall have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, except as prohibited herein.

#### **ARTICLE V**

##### **MEMBERSHIP AND MANNER OF ADMISSION**

The Corporation does not and shall not have members as of the date hereof, provided, however, that if at any time in the future the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to admit members, then members shall be admitted upon the terms, conditions and procedures deemed appropriate by the Board of Directors and evidenced by amendment to the Bylaws of the Corporation.

#### **ARTICLE VI**

##### **PRINCIPAL OFFICE / REGISTERED OFFICE AND REGISTERED AGENT**

The principal office of the Corporation is located at 1400 South Orlando Avenue, Suite 101, Winter Park, Florida 32789. The name of the Corporation's registered agent is John L. Brewerton, III, Esq., and the street address of such registered agent is 126 East Jefferson Street, Suite 200, Orlando, Florida 32801.

#### **ARTICLE VII**

##### **INCORPORATOR/BOARD OF DIRECTORS**

Section 1. The name and address, respectively, of the incorporator of the Corporation are as follows: John L. Brewerton, III, 126 East Jefferson Street, Orlando, Florida 32801.

Section 2. The affairs of this Corporation shall be managed and governed by the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The Corporation shall have not less than four (4) nor more than thirty-five (35) directors. The number of directors of the Corporation may be determined from time to time in accordance with the Bylaws. The initial members of the Board of Directors of the Corporation and their addresses shall be as follows:

- |                           |  |
|---------------------------|--|
| 1. Whitfield Palmer       | 1400 South Orlando Ave., Winter Park, FL 32879 |
| 2. Douglas Thompson       | 1400 South Orlando Ave., Winter Park, FL 32879 |
| 3. John L. Brewerton, III | 126 East Jefferson Street, Orlando, FL 32801   |
| 4. Joseph K. Glorfield    | 1400 South Orlando Ave., Winter Park, FL 32879 |

Section 3. The Board of Directors shall elect a Chairman to preside over all Board matters and a Vice-Chairman to act in the Chairman's stead upon his or her absence.

## **ARTICLE VIII**

### **OFFICERS**

The officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be deemed from time to time in the best interests of the Corporation by its Board of Directors. The manner of election and terms of offices of officers shall be as provided in the Bylaws. Officers shall serve at the pleasure and discretion of the Board of Directors.

## **ARTICLE IX**

### **BYLAWS**

The Board of Directors shall have the power to adopt, amend and/or restate Bylaws consistent with these Articles of Incorporation and the Bylaws of the Corporation, as amended.

## **ARTICLE X**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time if approved by majority vote of the Board of Directors and in accordance with Florida law.

## **ARTICLE XI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Subject to the provisions of the following sections, the Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) 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 as director or officer of the Corporation, or in his capacity as director, officer, employee, or agent of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's 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 director 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 or she had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her being or having been a director, officer,

or 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 attorney's fees, actually and necessarily incurred by him or her as a result of such action, suit, or proceeding 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 unless 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.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit, or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify any officer or director to the greatest extent allowed under applicable Florida law, the authority for which the Corporation shall have.

## ARTICLE XII

### NON-PROFIT STATUS AND DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall accrue to the benefit of any person or member. Where appropriate, the Board of Directors may determine to reasonably compensate any officer or employee of the Corporation in accordance and commensurate with the labor, common services, or other endeavors performed by such person.

Section 2. In the event of dissolution, the residual assets of the Corporation will be distributed to one or more organizations organized exclusively for charitable, education and/or scientific purposes within the meanings of Sections 170(c)(2)(B), 501(c)(3), and 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding sections of any future Internal Revenue Code of the United States, or to the federal, state, or local government for exclusively public purposes. No such distribution to any such organization or entity shall be made if it shall jeopardize the Code Section 501(c)(3) status of the Corporation.

Section 3. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

(a) 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

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have hereunto set their hands and the seal of the Corporation effective as of the 29th day of December, 1995.

John L. Brewerton, III  
John L. Brewerton, III, Incorporator

[illegible]

Before me, the undersigned authority, personally appeared JOIN L. BREWERTON, III, as incorporator of The Boggy Creek Gang Foundation, Inc., who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did fully and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein pertained and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida,  
this 5th day of January, 1996.

(NOTARY SEAL)  GARGLE WITCHER  
Notary Public, State of Florida  
My comm. expires Aug. 08, 1996  
No. CC220035

Carole Witcher  
(Notary Signature)  
CAROLE WITCHER  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No.

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**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That The Boggy Creek Gang Foundation, 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 John L. Brewerton, III, located at 126 East Jefferson Street, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

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 said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.

DATED: December 29th, 1996

By: 

John L. Brewerton, III

FILED  
95 DEC 28 AM 11:42  
TALLAHASSEE, FLORIDA