

N96000000613

ANTHONY M. NARDELLA, JR.

Attorney & Counselor at Law

3117 Edgewater Drive

ORLANDO, FLORIDA 32804

Telephone (407) 648-9700

Fax (407) 648-5007

January 24, 1996

300001703743  
-02/01/96--01037--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Records Bureau  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: THE SUNSHINE FOUNDATION, INC.

Gentlemen:

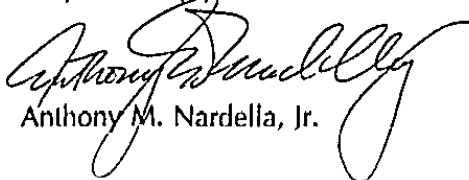
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find <sup>Mr. Elliott's</sup> our firm's check made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,

  
Anthony M. Nardella, Jr.

FEB 5 1996

BSB

AMN/el1  
Enclosures

FILED  
96 FEB -1 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE SUNSHINE FOUNDATION, INC.

FILED  
96 FEB -1 PH 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be THE SUNSHINE FOUNDATION, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence and become effective on the date these Articles of Incorporation are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

1. General. The general purpose of this Corporation shall be to operate exclusively for charitable, religious, scientific and educational purposes, and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Article IV hereunder; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

2. Specific. The primary emphasis of the Corporation shall include, but not be limited to, granting vacation stays at Orlan lo, Florida area attractions, free of charge, to select children undergoing treatment at Fitzgerald Mercy Hospital in Darby, Pennsylvania and their families.

## ARTICLE IV

### GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest, in, or obligations of, other domestic or foreign corporations, association, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and fix their compensation.

(j) to make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE V

#### PROHIBITED ACTIVITIES

Notwithstanding the provisions of Article IV hereinabove, nothing herein shall be construed to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director, or officer of the Corporation, or any private individual, be entitled to share in a distribution of the Corporation's assets on dissolution of the Corporation nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1954 as amended from time to time, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. 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 1986, or corresponding provisions of any subsequent federal tax laws.

2. The 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 laws.

3. The 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.

4. The Corporation shall not make any investments 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.

#### ARTICLE VI

#### DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

#### ARTICLE VII

#### NO MEMBERS

This corporation shall not have members.

#### ARTICLE VIII

#### INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The initial principal office, and the initial registered office, of this not for profit corporation shall be located at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792, and the initial registered agent of the Corporation at that address shall be RICHARD E. ELLIOTT, JR.. The Corporation may change its registered agent or the location of its principal or registered office, or both, from time to time without amendment of these Articles of Incorporation.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and street address of the initial directors of this corporation are:

Richard E. Elliott, Jr.  
1905 Bonanza Court  
Winter Park, FL 32792

Greta Barnard, CPA  
P.O. Box 518  
Chuluota, FL 32766

Richard E. Elliott, Sr.  
746 Beech Avenue  
Glenolden, PA 19036

Josephine T. Elliott  
746 Beech Avenue  
Glenolden, PA 19036

Fr. Lawrence H. Hansen  
c/o Fitzgerald Mercy Hospital - Pastoral Care  
1500 Lansdown Avenue  
Darby, PA 19023

Directors may be removed without cause. The terms of office for the directors, and the method of their election, shall be as set forth in the bylaws.

The president of the corporation, once elected, may be removed from office by the board of directors only by a vote of no less than two-thirds (2/3) of its members.

## ARTICLE X

### INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is:

Richard E. Elliott, Jr.  
1905 Bonanza Court  
Winter Park, FL 32792

## ARTICLE XI

### BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the

bylaws shall be vested in the Board of Directors.

#### ARTICLE XII

##### INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

#### ARTICLE XIII

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIV

##### HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 26<sup>th</sup> day of January, 1996.

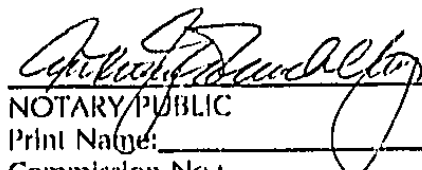
Richard E. Elliott, Jr. (SEAL)  
RICHARD E. ELLIOTT, JR.

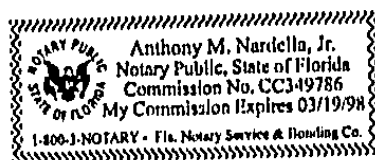
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD E. ELLIOTT, JR., to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation, and who presented FL PASSPORT as identification, and who acknowledged before me that he executed those Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 26<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

THE SUNSHINE FOUNDATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792 and its registered office at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792, has named and designated RICHARD E. ELLIOTT, JR. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 617.0501, Florida Statutes, as the same may apply to the said corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
RICHARD E. ELLIOTT, JR.  
Registered Agent

FILED  
95 FEB - 1  
SEMINOLE COUNTY  
FLORIDA