

N96000001381

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Mellecker - (Melp)
Foundation 86 MAR 13 PM 1:31

SECURITY OF STATE
TALLAHASSEE, FLORIDA

☐ Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☐ Foreign Corp. File _____
☒ () Cert. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S _____
☐ Fictitious Name File _____

☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____

☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs. _____

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME no _____ CK No. _____
BY _____

WALK-IN 3/13 11:00
Will Pick Up

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
of
FLORIDA NONPROFIT CORPORATION
of
MELLECKER - LILLEY FOUNDATION, INC.

FILED

96 MAR 13 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is MELLECKER - LILLEY FOUNDATION, INC.

The principal office of this corporation is 7913 Seminole Mall East, Seminole, Florida 34642.

The mailing address of this corporation is 7913 Seminole Mall East, Seminole, Florida 34642.

ARTICLE II.

CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III.

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV.

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The purposes of the corporation are as follows:

1. To assist in and to found, equip or provide for the maintenance of free or low-cost means of transportation for elderly persons of this country in areas where public transportation is unavailable or is inadequate to meet the reasonable needs of elderly persons.
2. To aid and assist in educational programs for elderly persons of this country.
3. To aid and assist in support programs for elderly persons of this country as, for example, the "Meals on Wheels" and the "Special Transit Services" programs now in existence in many parts of the country.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V.

AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue Membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI.

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the corporate offices or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Lawrence J. Gallagher	5400 Park St. N., #508 St. Petersburg, FL 33709
Susan A. Rooth	7913 Seminole Mall East Seminole, Florida 34642
William Trost	5400 Park St. N., #710 St. Petersburg, FL 33709

ARTICLE VII.

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then

located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X.

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

- | | | |
|----|--|--|
| 1. | Susan A. Rooth, Trustee of
the Testamentary Trust of
Norbert J. Mellecker | 7913 Seminole Mall East
Seminole, Florida 34542 |
| 2. | Lawrence J. Gallagher, Trustee
of the Testamentary Trust of
Norbert J. Mellecker | 5400 Park St. N, #508
St. Petersburg, FL 33709 |
| 3. | William Trost, Trustee of
the Testamentary Trust of
Norbert J. Mellecker | 5400 Park St. N, #710
St. Petersburg, FL 33709 |

ARTICLE XI.

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII.

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 7913 Seminole Mall East, Seminole, Florida 34642 and the name of its registered agent at said address shall be Susan A. Rooth.

ARTICLE XIV.

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 8 day of March, 1996.
WITNESSED BY:

Selma L. Tyson

Monzella A. Seal

Susan A. Rooth
SUSAN A. ROOTH, Trustee

Lawrence J. Gallagher
LAWRENCE J. GALLAGHER, Trustee

William Trost
WILLIAM TROST, Trustee

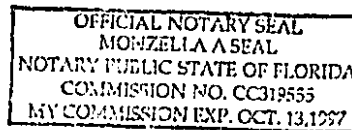
Susan A. Rooth
SUSAN A. ROOTH, Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)
_____)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County sset forth above, personally appeared Susan A. Rooth, Lawrence J. Gallagher, and William Trost, known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged before me that they executed these Articles of Incorporation. Said persons are personally known to me or provided the following type of identification:
A Florida Driver's License.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of March, 1996.

Monzella A. Seal
Notary Signature



CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

06 MAR 13 PM 1:31

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

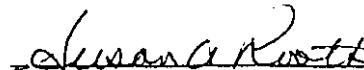
1. The name of the corporation is:


MELLECKER - LILLEY FOUNDATION, INC.

2. The name and address of the Registered Agent and office is:

Susan A. Rooth
7913 Seminole Mall East
Seminole, Florida 34642

Having been named as Registered Agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


SUSAN A. ROTH
Registered Agent


Date