

FLORIDA STATE RURAL DEVELOPMENT FOUNDATION

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April 24, 1996

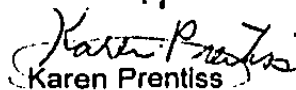
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Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee FL 32314

Re: Incorporation of the Florida State Rural Development Foundation

Enclosed is an original and one copy of the Articles of Incorporation, and our check for \$70.00 to cover the cost of filing.

Sincerely,


Karen Prentiss

Florida State Rural Development Foundation

Enclosures

BE 5/1

STATE
RECORDS
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ARTICLES OF INCORPORATION

OF

FLORIDA STATE RURAL DEVELOPMENT FOUNDATION, INC.,

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Florida State Rural Development Foundation, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000.

ARTICLE III

PURPOSE

The specific purposes for which the corporation is organized are: To enhance opportunities for rural communities of Florida to improve their quality of life by bringing together a coalition of public and private entities and to raise, receive and disburse funds sufficient to insure successful statewide rural development in the areas of leadership, education, health and human needs, infrastructure, economic development, innovative finance, telecommunications

and agriculture and natural resources. The corporation will provide funds for education in rural development to communities, local government entities and local and statewide organizations, including those involving native americans and tribal governments, thereby improving the quality of life in the rural areas of the State of Florida. The corporation will sponsor educational lectures, workshops, seminars and conferences and other technical assistance which are responsive to the needs and interests of the citizens of rural Florida.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be specified in the corporation's bylaws.

ARTICLE V

CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered Resident Agent is Karen Prentiss, 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000.

ARTICLE VII

FEDERAL INCOME TAX EXEMPTION

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is

organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization under the Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

ARTICLE VIII

PRIVATE FOUNDATION PROVISION

1. The corporation will distribute its income for each tax 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, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

ARTICLE IX

INCORPORATORS

The names and street addresses of the Incorporators for these Articles of Incorporation are:

1. Karen Prentiss, 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000;
2. Jerry W. Smith, 5282 Peanut Road, Graceville, Florida 32440.
3. Steve Barron, 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000.

The undersigned incorporators have executed these Articles of Incorporation this the 24 day of April 1996.

X Karen Prentiss
KAREN PRENTISS

Jerry W. Smith
JERRY W. SMITH

Steve Barron
STEVE BARRON

CERTIFICATE 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.

FIRST - That FLORIDA STATE RURAL DEVELOPMENT FOUNDATION, INC. desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Tallahassee, Leon County, Florida, has named KAREN PRENTISS whose street address is 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000, and whose mailing address is 443 Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-2000, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to relative keeping open said office.

X Ka Prentiss
KAREN PRENTISS,
Registered Agent

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