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1201 HAYS STREET
TALLAHASSEE, FL 32301-0007
04-2-71
101-22 193 1A

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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 008986 6124D

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 3, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 008986

CUSTOMER NO: 6124D

CUSTOMER: Susan Bober, Legal Assistant
QUARLES & BRADY

100001883201
-07/03/96--01076--021
****122.50 ****122.50

222 Lakeview Avenue, 4th Floor

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: FLORIDA PHILANTHROPY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 12:26

96-7/3/96

ARTICLES OF INCORPORATION OF FLORIDA PHILANTHROPY

(A Corporation Not-for-Profit)

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 JUL -3 PM 12:26

WE, THE UNDERSIGNED, acting as incorporators, hereby associate ourselves for the purpose of forming a Florida not-for-profit corporation pursuant to Chapter 617 of Florida Statutes and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be: Florida Philanthropy, Inc.

ARTICLE II

PURPOSES

- a. This corporation is organized for purposes of developing, coordinating, and promoting Florida philanthropy, and for any other lawful purpose.
- b. The corporation shall not be operated for profit.

ARTICLE III

POWERS

The powers of the corporation shall include and be governed by the following provisions:

- a. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, as provided in Section 617.0302, Florida Statutes, which are not in conflict with the terms of these Articles.
- b. The corporation shall have all the powers reasonably necessary to implement the purposes of the corporation, including but not limited to the following:
 - (i) To use the proceeds of donations, grants, or other funding in the exercise of its powers and purposes.
 - (ii) To own, maintain, repair, replace, and operate corporation property.
 - (iii) To make and amend regulations respecting the use of the property in the corporation.
 - (iv) To enforce by legal means the provisions of these Articles, the bylaws of the corporation, and the regulations for the use of the property of the corporation.
- c. All funds and title of all properties acquired by the corporation and the proceeds thereof shall be held only for the not-for-profit purposes of the corporation, in accordance with the laws of the State of Florida.
- d. The powers of the corporation shall be subject to and be exercised in accordance with provisions of the bylaws of the corporation.

ARTICLE IV

PERPETUAL EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be located at 1555 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33401.

ARTICLE VI
MANAGEMENT OF THE AFFAIRS OF THE CORPORATION

- a. The affairs of this corporation shall be managed by a President assisted by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the bylaws.
- b. In addition to the President, the officers of this corporation shall consist of a Chairman, one or more Vice Chairmen, and a Secretary/Treasurer, all of whom shall be elected by the Board of Directors according to the bylaws of this corporation.
- c. At the annual meeting of the Board of Directors, officers shall be elected, to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify.
- d. The names of the officers who are to serve until the first election by the Board of Directors after filing these Articles of Incorporation are as follows:

William E. Ray	President
Robert M. Montgomery Jr.	Chairman
Jeffrey I. Mullens	Vice Chairman
Susan F. Schupp	Secretary/Treasurer

ARTICLE VII
BOARD OF DIRECTORS

- a. This corporation shall be governed by a Board of Directors consisting of not fewer than four (4) nor more than twenty-four (24) persons as provided for in the bylaws.
- b. The names and post office addresses of the persons who will serve as Directors until the first annual meeting of the members after the filing of these Articles of Incorporation, or until their successors are elected and qualify, are as follows:

Name	Post Office Address
William E. Ray	1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33401
Robert M. Montgomery Jr.	1016 Clearwater Place, West Palm Beach, FL 33401
Jeffrey I. Mullens	777 South Flagler Drive, West Palm Beach, FL 33401
Susan F. Schupp	140 North County Road, Palm Beach, FL 33480

- c. Succeeding Boards of Directors and succeeding Directors shall be elected by Directors in the manner and in accordance with the method provided for in the bylaws of the corporation, as the manner shall be constituted from time to time.

ARTICLE VIII
BYLAWS

The original bylaws of this corporation shall be adopted by a majority vote of the Board of Directors of this corporation present at a meeting of Directors called for that purpose, at which a majority of the Directors are present, and thereafter the bylaws of this corporation may be amended, altered, and rescinded only in the manner provided for in the bylaws.

ARTICLE IX
PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have nor issue any shares of stock, nor shall it distribute any part of its income, if any, to its directors or officers, except that nothing herein shall be construed to

prohibit payment by the corporation of compensation in a reasonable amount to the President of the corporation or to its agents, supervisory personnel, or employees for services rendered, nor from making any payments of benefits, monies, or properties as permitted by Section 617.011 of Florida Statutes.

ARTICLE X INTERESTED OFFICERS AND DIRECTORS

- a. In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation, or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is monetarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation, or partnership, monetarily or otherwise interested therein.
- b. Any Director may vote and be counted in existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested, or were not a Director, member, or officer of such firm, association, corporation, or partnership.

ARTICLE XI SUBSCRIBERS

The names and post office addresses of the Subscribers to these Articles of Incorporation are as follows:

Name	Post Office Address
Robert M. Montgomery Jr.	1016 Clearwater Place, West Palm Beach, FL 33401
William E. Ray	1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33401
Susan F. Schlupp	140 North County Road, Palm Beach, FL 33480

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution of a majority of the Board of Directors present at any meeting of the Board of Directors of the corporation called at least in part to consider such amendment.

ARTICLE XIII DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which are themselves exempt as organizations described in Section 170 and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes.

ARTICLE XIV NO DISCRIMINATION

In the selection of officers, directors, or employees, and in carrying out the purposes of this corporation, there shall be no discrimination as to race, creed, religion, sex, lifestyle, or physical disability.

ARTICLE XV
REGISTERED AGENT

The name and street address of the initial registered agent is: William E. Ray, 1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33405.

IN WITNESS WHEREOF, we have set our hands and seals on these Articles of Incorporation at West Palm Beach, Palm Beach County, Florida, this 2nd day of July, 1996.

Signature [Signature]
Print Name: Robert M. Montgomery Jr.
Title: Incorporator

Date: 7/2/96

Signature [Signature]
Print Name: William E. Ray
Title: Incorporator

Date: 7/2/96

Signature [Signature]
Print Name: Susan F. Schupp
Title: Incorporator

Date: 7/2/96

State of Florida
County of Palm Beach

Personally appeared before me this 2nd day of July, 1996 by Robert M. Montgomery Jr. He is personally known to me or has produced a driver's license as identification and did take an oath.

[Signature]
Notary Public, State of
Florida At Large

Print Name: NORREE BOYD

My Commission Expires 7/21/98



OFFICIAL SEAL
Norree Boyd
My Commission Expires 7/21/98
Commission #CC 216898

(NOTARY SEAL)

State of Florida
County of Palm Beach

Personally appeared before me this 2nd day of July, 1996 by William E. Ray He is
personally known to me or has produced a driver's license as identification and did take an oath.

Norree Boyd
Notary Public, State of
Florida At Large
Print Name: NORREE Boyd
My Commission Expires:

(NOTARY SEAL)



"OFFICIAL SEAL"
Norree Boyd
My Commission Expires 7/21/96
Commission #CC 216898

State of Florida
County of Palm Beach

Personally appeared before me this 2nd day of July, 1996 by Susan F. Schupp. She is
personally known to me or has produced a driver's license as identification and did take an oath.

Norree Boyd
Notary Public, State of
Florida At Large
Print Name: NORREE Boyd
My Commission Expires:

(NOTARY SEAL)



"OFFICIAL SEAL"
Norree Boyd
My Commission Expires 7/21/96
Commission #CC 216898

State of Florida
County of Palm Beach

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 JUL -3 PM 12:26

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: Florida Philanthropy, Inc.
2. The name and address of the registered agent and office is: William E. Ray, 1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33405.

Signature

Print Name: Robert M. Montgomery Jr.

Title: Incorporator

Date:

Signature

Print Name: William E. Ray

Title: Incorporator

Date:

Signature

Print Name: Susan F. Schupp

Title: Incorporator

Date:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 THE 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.

Signature

Print Name: William E. Ray

Date:

CONTACT:

OFFICE USE ONLY (Document #)

615018

N96 00000 3528

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

Florida Philanthropy Inc

(Corporation Name)

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***100.00 ***100.00

(Document #)

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(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)

☒ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 SEP 25 PM 1:45

Amend of 9/25

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

Refund Sent

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
FLORIDA PHILANTHROPY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 1:45

Pursuant to the provision of Section 617.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is:

FLORIDA PHILANTHROPY, INC., a Florida corporation not for profit

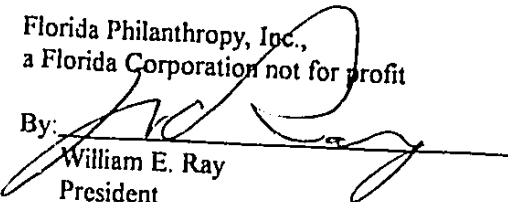
2. The following amendment of the Articles of Incorporation was adopted by the Board of Directors of the Corporation effective as of September 23, 1997, pursuant to a duly adopted resolution of the Board of Directors:

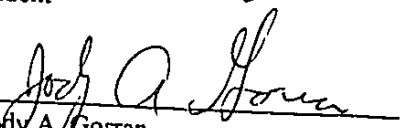
Article II is hereby amended to add the following:

- c. The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- d. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.
3. The Articles of Incorporation do not provide for members, and provide for this corporation to be governed by the Board of Directors.

Dated: September 24, 1997

Florida Philanthropy, Inc.,
a Florida Corporation not for profit

By: 
William E. Ray
President

Attest: 
Jody A. Gorran
Secretary