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Post Office Drawer 1690
Winter Park, Florida 32790
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August 21, 1996

Florida Department of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

400001929054
-08/22/96--01058--002
***122.50 ***122.50

Re: Red & White, Inc.
Our File No. 4275-1

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above corporation, as well as this firm's check in the amount of \$122.50 for the filing fee. Please return a certified filed copy of the Articles of Incorporation to this office in the envelope provided for your use.

If you have questions or there is any problem with this transaction, please feel free to contact me.

Sincerely,

Jesse E. Graham, Jr.

JEG,Jr./bkr
Enclosures

AUG 23 1996

BSB

FILED
96 AUG 22 PM 12:15
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
RED & WHITE, INC.

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TALLAHASSEE, FLORIDA

A NOT FOR PROFIT CORPORATION

In compliance with the requirements of Florida Statutes, Chapter 617 (1995), the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is RED & WHITE, INC., a Florida corporation not for profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 233 West Park Avenue Winter Park, Florida 32789.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 369 North New York Avenue, Winter Park, Florida, 32789 and Jesse E. Graham, Jr. is hereby appointed the initial registered agent of this Association at that address.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and is formed exclusively for charitable purposes including to receive contributions and pay them over to organizations as described in Section 501(c) (3) of the Internal Revenue Code (the "Code") and exempt from taxation under section 501(a) of the Code, and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise, provided same is exclusively in furtherance of such charitable purposes.

This Corporation is expressly prohibited from devoting more than an insubstantial part of its activities or resources towards attempting to influence legislation by propaganda or otherwise or directly or indirectly participating or intervening in, under any guise, any political campaign on behalf of or in opposition to any candidate for public office.

All assets of the Corporation of whatever form, are hereby dedicated for all time to charitable purposes. In the event of termination or dissolution of the Corporation, the assets of the Corporation shall in no event be distributed to the members, directors or officers, but shall be distributed in accordance with the charitable purposes for which this Corporation is formed by dedication to an appropriate public agency to be used for purposes similar to those for which this Corporation is formed or by grant, conveyance or assignment to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Jesse E. Graham, Jr.	369 N. New York Avenue Winter Park, Florida 32789

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Corporation; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation. The initial Board of Directors shall consist of the following three (3) Directors, who shall serve until their resignation or removal and the appointment or election of their successors as provided in the Bylaws, as the case may be.

Allyn Maycumber

233 Park Avenue
Winter Park, FL 32789

Jesse E. Graham, Jr.

369 North New York Avenue
Winter Park, FL 32789

ARTICLE VII

DURATION

The Corporation shall exist perpetually, unless sooner dissolved by the unanimous vote of the Board of Directors and satisfied by the vote of the members, if any, or set forth in the By-Laws, and in accordance with Florida Law.

ARTICLE VIII

AMENDMENTS

Amendment of these Articles requires the approval of at least sixty-six and two-thirds percent (66 2/3%) of the members entitled, and in the absence of membership, then by the approval of a majority of the members of the Board of Directors then in office and entitled to vote.

ARTICLE IX

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 21st day of August, 1996.

Signed, sealed and delivered
in the presence of:

INCORPORATOR:

Donna Adriaansen
Print Name: DONNA ADRIAANSEN

[Signature]
Print Name: John P. Graham

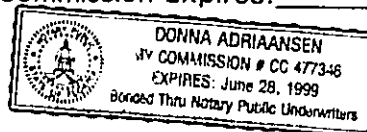
Print Name: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of August, 1996 by John P. Graham Jr. who is (a) X personally known to me or (b) _____ who has produced _____ as identification.

NOTARY PUBLIC:

Donna Adriaansen
Print Name: DONNA ADRIAANSEN
State of Florida at Large
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHO PROCESS MAY BE SERVED

Pursuant to Florida Statutes §48.091 and §617.0501, the following is submitted, in compliance with said acts:

FIRST, that RED & WHITE, INC., a not-for-profit corporation, desiring to organize under Chapter 617, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 233 West Park Avenue, Winter Park, Florida, 32789 has designated Jesse E. Graham, Jr., 369 N. New York Avenue, Winter Park, Florida, 32789 as its Registered Agent to accept service of process within this State.

Having been designated as Registered Agent for the above-stated corporation at the place named in this Certificate, I hereby accept the appointment as Registered Agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with §617.0501, Florida Statutes, and I hereby agree to keep open the above named office as prescribed by §48.091, Florida Statutes.

DATED: August 21, 1996

Jesse E. Graham, Jr.

96 AUG 22 PM 12:15
STATE
FLORIDA

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. 1-800-342-8072

FAX (904) 224-1277

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 \$ _____

Amendment
3/5/97
DL

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APP _____

WALK-IN 3/5/97
Will Pick Up 1100

_____ of _____ NO 53485

RE: Red + White, Inc

N96000004419

C.O. FEE. DISBURSED

_____ 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 _____

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 AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
RED & WHITE, INC., a not-for-profit corporation

The undersigned, being the President of the corporation, hereby files these Articles of Amendment to the Articles of Incorporation of RED & WHITE, INC., pursuant to Chapter 617, Florida Statutes.

Article IV of the Articles of Incorporation is hereby amended, and modified by adding thereto the following:

This Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

No part of the net earnings of this Corporation shall inure to the benefit, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 be participate in, or intervene in,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 (or corresponding section of any future Federal Tax Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government for public purposes.

To the extent any provision of the Articles of Incorporation conflict with these Articles of Amendment, the terms of these Articles of Amendment shall control.

Except as amended by these Articles of Amendment to the Articles of Incorporation of RED & WHITE, INC., or as amended by subsequent amendments

hereof, all terms and conditions of the Articles of Incorporation of RED & WHITE, INC., shall remain in full force and effect.

These Articles of Amendment were adopted by the approval of a majority of the members of the Board of Directors in accordance with Article VIII of the Articles of Incorporation at a special meeting of the Board of Directors called for such purposes and held on the 28 day of February, 1997, in the absence of a membership.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Amendment as of this 28 day of February, 1997.

RED & WHITE, INC., a Florida not-for-profit corporation

By: [Signature]
Print Name: JOSEPH M. MAYNARD
As Its: President
Address: 233 W. Park Avenue
Winter Park, FL 32789

Attest:

(SEAL)

By: [Signature]
Print Name: PAT MAYNARD
As Its: Secretary