

N 960000005011

FRANK P. NISI, JR. & ASSOCIATES, P.A.  
ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 304 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-5068 • FAX (407) 422-9160

September 26, 1996

Billie Harvey  
111 W. Madison, Room G08  
Tallahassee, FL 32399-1400

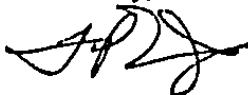
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Billie:

Enclosed are the Articles of Incorporation for the "Over the Rainbow Foundation, Inc." which need to be filed with the Department of State. Also enclosed is a check payable to the Florida Department of State in the amount of \$122.50, covering the filing fee and a certified copy. Please file this with the State and return a copy of the certified copy of filing to me in the enclosed, self-addressed FedEx envelope as soon as possible.

Thank you in advance for your help in this matter. My clients and I appreciate your assistance.

Sincerely,



Frank P. Nisi, Jr.

FPN:ms

Enclosure

Will Wait

FILED  
96 SEP 27 PM 12:12  
RECEIVED  
96 SEP 27 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

71 SEP 27 1996

September 27, 1996

VIA: Hand Delivery

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee FL 32314

**RE: OVER THE RAINBOW FOUNDATION, INC.**

Dear Representative:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. Attached is a check in the amount of \$122.50 which covers the \$35.00 filing fee, \$52.50 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy.

Sincerely,

A handwritten signature in cursive script that reads "Thomas Ciola" followed by a slanted line and the letters "ms".

Thomas Ciola

TC:ms

Enclosures

ARTICLES OF INCORPORATION  
OF  
OVER THE RAINBOW FOUNDATION, INC.

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56 SEP 27 PM 12:12  
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 on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes, 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 "OVER THE RAINBOW FOUNDATION, INC."

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation (The "Foundation") shall commence corporate existence on the date these Articles are filed with the Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The general purpose of this Foundation shall be to operate exclusively for charitable and educational purposes, and in furtherance of such goals is authorized to do any or all activities which is empowered to do under Article IV hereunder; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Foundation'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 or replaced from time to time (the "Code").

The Board of Directors may revise this specific purpose at their discretion, so long as the above-referenced general purpose of the Foundation is retained.

## ARTICLE IV

### GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Foundation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it 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 powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence;
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (c) 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 provided; however, such seal shall always contain the words "corporation not for profit";
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) 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;
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three but may be any number in excess thereof;
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it 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;

- (k) To conduct its affairs, carry on its operations, and have officers and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country;
- (l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation;
- (m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers;
- (n) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;
- (o) To have and exercise all powers necessary or convenient to effect its purpose;
- (p) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

## ARTICLE V

### PROHIBITED ACTIVITIES

The Foundation shall not allow any expenditure of any part of the net earnings of the Foundation to inure the benefit of any member, director or officer of the Foundation, (except that reasonable compensation may be paid for services rendered to or for the Foundation effecting one or more of its purposes), nor shall any member, director or officer of the Foundation, or any private individual, be entitled to share in the distribution of any of the Foundation's assets on dissolution of the Foundation, or shall a substantial part of the activities of the Foundation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Foundation is deemed a Private Foundation, the following provisions shall also be applicable.

1. The Foundation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Foundation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Foundation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Foundation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(n) of the Code.

5. The Foundation 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(n) of the Code.

#### ARTICLE VI

##### DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Foundation, the assets of the Foundation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provisions of Section 501(c)(3) of the Code.

#### ARTICLE VII

##### MEMBERSHIP

The members of this not for profit foundation shall be qualified and admitted as set forth in the Bylaws of this Foundation.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Foundation shall be located at:

731 Kirkman Road  
Orlando FL 32811

and the initial registered agent of the Foundation at that address shall be:

Thomas Ciola

The Foundation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

This Foundation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Foundation are:

Thomas Ciola  
731 Kirkman Road  
Orlando FL 32811

Frank P. Nisi  
205 E. Central Blvd.  
Suite 304  
Orlando, FL. 32801

Marcia Ciola  
731 Kirkman Road  
Orlando FL 32811

Directors may be removed with or without cause.

## ARTICLE X

### INCORPORATION

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

Thomas Ciola  
731 Kirkman Road  
Orlando FL 32811

## 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 Foundation shall indemnify and hold harmless all 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

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the Bylaws.

### 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 pursuant to the laws of the State of Florida to operate 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 hereunto sets his hand and seal this 25th day of September, 1996.

 (SEAL)  
Thomas Ciola



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

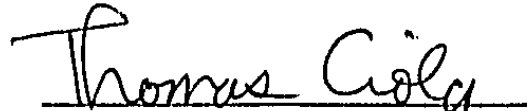
In compliance with Section 48.091, Florida Statutes, the following is submitted:

The OVER THE RAINBOW FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 731 Kirkman Road, Orlando, Florida, 32811, has named and designated Thomas Ciola 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 not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

This 25th day of September, 1996.

  
Thomas Ciola  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  )  
COUNTY OF ORANGE     )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas Clofa, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23th day of September, 1996.

Frank P. Nisi, Jr.  
Notary Public

(NOTARY SEAL)



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FRANK P. NISI, JR. & ASSOCIATES, P.A.  
ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 304 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-5068 • FAX (407) 422-9166

N960000005011

October 2, 1996

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

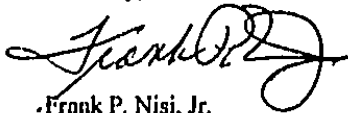
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Over The Rainbow Foundation, Inc.  
Document No.: N96000005011

Dear Representative:

Enclosed please find an original and one (1) copy of my Resignation as a Director for Over The Rainbow Foundation, Inc. The Articles of Incorporation were filed on September 27, 1996, and assigned Document Number N96000005011. Attached is a check in the amount of \$35.00 which covers the filing fee.

Sincerely,

  
Frank P. Nisi, Jr.

FPN:ms

Enclosures

off Res  
LFT  
10-18-96

FILED  
96 OCT 11 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### DIRECTOR RESIGNATION

I, Frank P. Nisi, whose address is 205 East Central Boulevard, Suite 304, Orlando, Florida, 32801, hereby resign as a Director of Over The Rainbow Foundation, Inc., a Florida corporation, filed on September 27, 1996, and assigned Document Number N96000005011, pursuant to Florida Statutes Chapter 607, effective as of September 30, 1996.

A copy of this Resignation has been furnished by mail to the offices of the corporation.

Frank P. Nisi  
Frank P. Nisi

10/8/96  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA                   )  
COUNTY OF ORANGE               )

Before me, the undersigned authority, personally appeared Frank P. Nisi, who acknowledged before me that he signed the foregoing Director Resignation for the purposes expressed therein. Frank P. Nisi is personally known to me or has produced a valid Florida driver's license as identification.

Sworn to and subscribed before me this 8 day of october, 1996.

[SEAL]

Michelle D. Schuster  
Notary Public

