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AUTHORIZATION :

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ORDER DATE : November 14, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 601349-005

CUSTOMER NO: 12088A

CUSTOMER: Thomas F. Kerney, Esq
THOMAS F. KERNEY, ESQ

Suite 210
1516 East Hillcrest Street
Orlando, FL 32803

DOMESTIC FILING

NAME: AMERICAN COMMUNITY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 2:47

97 NOV 14 PM 12:09
FILED
DIVISION OF CORPORATIONS

11/10/97
ARTICLES OF INCORPORATION

OF

AMERICAN COMMUNITY FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I - NAME

The name of this Corporation is:

AMERICAN COMMUNITY FOUNDATION, INC.

The address of the principal office of the Corporation and the mailing address is: 1964 Howell Branch Rd., Suite 106, Winter Park, Florida 32792.

ARTICLE II - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, including for such purposes, the making of distributions to United States organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The general purposes for which the Corporation is organized are:

(a) To exist and operate solely for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code.

(b) To have and exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617,

(c) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of the Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principal for the purposes of the Corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(d) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170(a) of such Code and regulations as they now exist, or as they may hereinafter be amended.

ARTICLE III - DURATION

The corporate existence shall commence on the date of signing of these Articles and shall continue perpetually; provided, however, that upon the vote of a majority of all the members of the Board of Directors the Corporation may be dissolved.

ARTICLE IV - DIRECTORS

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by a vote of a majority of directors then in office, but shall never be less than three (3). Any vacancy in the Board of Directors, however created, may be filled and any additional

directors may be elected by a majority of the directors then in office; provided, however, that such vacancy shall be filled in the same manner as the election of the director whose office was so vacated. The names and addresses of the persons who are to serve as initial Directors are as follows:

Helen M. Sebastian
1964 Howell Branch Rd., Suite 106
Winter Park, FL 32792

Diane Boss
1964 Howell Branch Rd., Suite 106
Winter Park, FL 32792

Joseph Ares
3408 Eubanks Ave.
Orlando, FL 32806

ARTICLE V - BYLAWS

The Bylaws of the Corporation are to be made by the Board of Directors. Thereafter, such Bylaws may be altered or rescinded by the vote of an absolute majority of the Board of Directors.

ARTICLE VI - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the vote of an absolute majority of the Board of Directors.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1964 Howell Branch Rd., Suite 106, Winter Park, FL 32792. The name of the Corporation's initial registered agent at such address is Helen M. Sebastian.

ARTICLE VIII - MEMBERS

The Corporation shall have no members.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Helen M. Sebastian
1964 Howell Branch Rd., Suite 106
Winter Park, FL 32792

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Not For Profit Corporation Act.

ARTICLE XI - SHARES OF STOCK

This Corporation shall not have or issue any shares of Stock, nor shall it pay any dividends or distribute any part of its income to its members, directors or officers or any other private person.

ARTICLE XII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617 of the Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10TH day of NOVEMBER, 1997.


Helen M. Sebastian

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of AMERICAN COMMUNITY FOUNDATION, INC.


Helen M. Sebastian

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