

N970000064

EFFECTIVE DATE  
11/10/97

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/12/97--01012--016  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: The RAIN Foundation, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William J. Davis  
Name (Printed or typed)

2845 FAWN Lake Blvd.  
Address

Mims, FL 32754  
City, State & Zip

407/267-3923  
Daytime Telephone number

William GAVE  
AUTHORIZATION BY PHONE TO

DIRECT 11/14/97

RE 11/14/97

SEC. EXAM 11/14/97

FILED  
97 NOV 12 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/14/97-7411

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
THE RAIN FOUNDATION, INC.

EFFECTIVE DATE  
11/10/97

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I: NAME**

The name of this corporation is **THE RAIN FOUNDATION, INC.**

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS**

The principal place of business is 2115 Knox McRae Drive, Titusville, FL 32780;  
The mailing address of the corporation is P. O. Box 2045, Titusville, FL 32781.

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TALLAHASSEE, FLORIDA

**ARTICLE III: PURPOSE**

This corporation is a non-stock, nonprofit corporation. The corporation is organized for the primary purpose of providing needed services, products and financial assistance to persons in need and secondarily to facilitate community outreach, affordable housing and community development activities.

**ARTICLE IV: DURATION & EFFECTIVE DATE**

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE V: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is

William J. Davis  
2845 Fawn Lake Blvd., Mims, FL 32754

**ARTICLES OF INCORPORATION  
OF  
THE RAIN FOUNDATION, INC.**

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time in accordance to the By-Laws but shall never be less than three (3) nor more than seven (7).
- B. Subject to the provisions of Article III the business and other affairs of this Corporation shall be conducted and managed by the Board of Directors, duly elected after incorporation has been established. The Board of Directors may, by resolution, designate to the extent provided in said resolution or in the By-Laws of the corporation, one or more persons to have and to exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such person or persons shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.
- C. Each year the Board members may consider and determine any need to add, delete or fill any vacant position on the Board. If such need is determined to exist, a nominating committee, appointed by the President shall submit a slate of candidates for consideration. This slate of candidates shall be presented at a special or regular board meeting in the fall. Election shall be held during the regular December board meeting at which time the highest number of votes being declared elected for a three-year term. No director shall serve for more than two consecutive terms. However, following one year of non-service, the director may be re-elected.
- D. There shall be at least one meeting annually of the Board of Directors. Special meetings may be called by the President at his or her discretion. Chairman or appointed staff shall notify all members of the Board at least 24 hours in advance of any special meeting.
- E. One-third (1/3) of the elected Board members then serving shall constitute a quorum of the Board at the meetings.
- F. Any vacancy on the Board of Directors occurring other than by an expiration of a term, may be filled by a majority vote of the board in attendance at a regular Board meeting or at a special meeting called for the purpose of filling the vacancy.
- G. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

**ARTICLES OF INCORPORATION  
OF  
THE RAIN FOUNDATION, INC.**

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- H. Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for breach of fiduciary duties unless the breach involves: 1) a director's duty of loyalty to the corporation; 2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; 3) a transaction from which the director derived an improper personal benefit.
- I. Wherein the By-Laws provide for more than one regular meeting of the Board of Directors each year, unexcused absences from one-third of the consecutive regular meetings of the Board shall be cause for declaring any Director's position on the Board vacant. Failure to perform the duties of his office, or taking independent action contrary to the established policies of the Corporation shall be cause for declaring the member's position vacant. Such vacancies may only be declared vacant by a majority vote of the Board of Directors present and voting at a regularly called meeting of the Board.
- J. The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. They shall be appointed initially by the Board of Directors and shall hold office until death, resignation or removal by Board of Directors.
- K. The names and addresses of the initial Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
William J. Davis	2845 Fawn Lake Blvd Mims, FL 32754
Robert Davis	1301 Greenwood Titusville, FL 32781
Park Braden	1820 Ford Road Mims, FL 32754
Hairman Farmer	798 Buffalo Road Titusville, FL 32796
Vernon E. Crosby	P. O. Box 1775 Titusville, FL 32781

ARTICLES OF INCORPORATION  
OF  
THE RAIN FOUNDATION, INC.

**ARTICLE VII: BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

William J. Davis

Signature/Incorporator

11-10-97

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated on 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 all 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.

William J. Davis

Signature/Registered Agent

11-10-97

Date

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of November, 1997.

William J. Davis  
William J. Davis

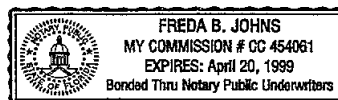
STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME the undersigned authority, personally appeared William J. Davis, know me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: personally known He did not take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 10th date of November, 1997.

Freda B. Johns  
Notary Public

My Commission Expires:



FILED  
97 NOV 12 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA