

N 97000007024



ACCOUNT NO. : 072100000032

REFERENCE : 639289 9223A

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : December 17, 1997

ORDER TIME : 11:56 AM

ORDER NO. : 639289-005

CUSTOMER NO: 9223A

600002375326--6

CUSTOMER: Donald R. Hall, Esq
GOZA & HALL

Corporate Square, Suite 402
28050 Us 19 North
Clearwater, FL 33761

DOMESTIC FILING

NAME: THE GENEVIEVE LYKES DIMMITT
FOUNDATIONS, 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 AM 9:11

REC
97 DEC 17 PM 2:02
12/18/97
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 AM 9:11

ARTICLES OF INCORPORATION
OF

THE GENEVIEVE LYKES DIMMITT FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I- NAME AND PLACE OF BUSINESS

The name of this nonprofit corporation is: THE GENEVIEVE LYKES DIMMITT FOUNDATION, INC.

The principal place of business of this nonprofit corporation shall be 25485 U.S. Hwy. 19 N., Clearwater, FL 33763, and the mailing address shall be the same.

ARTICLE II- EXISTENCE

This nonprofit corporation is to exist perpetually.

ARTICLE III - MEMBERS

This nonprofit corporation shall have no members.

ARTICLE IV- PURPOSES

Said nonprofit corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue law.

The particular objects and purposes for which this nonprofit corporation is formed are as follows:

(a) To receive and administer funds for scientific, education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws and to that end to hold any property or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the nonprofit corporation without limitation, except such limitations as may be contained in the articles of incorporation, the bylaws of the nonprofit corporation or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Nonprofit Corporation Statute.

(b) To operate exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, including but not limited to receiving contributions and paying them over to one or more organizations described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code, as now in force or hereafter amended.

(c) To receive and maintain a fund or funds and to apply the principal and income therefrom and any other property or funds of the nonprofit corporation to such purposes, exclusively, as will, in the absolute and uncontrolled discretion of the officers best assist the nonprofit corporation in furthering the purposes set forth in this article.

(d) To take and hold by devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real, personal or mixed without limitation as to the amount or value thereof, and while the owner thereof, to exercise and enjoy all the rights, powers and privileges of ownership to the same extent as a natural person might or could do; to operate, use, enjoy, manage, improve, mortgage, pledge, lease, assign, sell, transfer, convey or otherwise dispose of any such property; to invest and reinvest its funds, either principal or income, in any securities or properties of whatsoever kind deemed proper by its officers for such investments, and, generally, to employ, donate and expend the property and funds of the nonprofit corporation for

the purposes thereof as specified in the preceding paragraphs of this article.

(e) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the nonprofit corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government.

(f) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the nonprofit corporation.

ARTICLE V - RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the nonprofit corporation:

(a) No substantial part of the activities of the nonprofit corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the nonprofit corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(b) Upon dissolution of the nonprofit corporation, its remaining assets, after payment of all its debts and obligations, shall be distributed to one or more organizations organized and operated exclusively for any of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter

amended, or to the United States of America or to a state or local government, for a public purpose, as the directors of the nonprofit corporation shall determine.

(c) The nonprofit corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force or hereafter amended.

(d) The nonprofit corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

(e) No part of the net earnings of the nonprofit corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

(f) No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the nonprofit corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the nonprofit corporation.

(g) The nonprofit corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

(h) The nonprofit corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal

Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) The nonprofit corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(j) The nonprofit corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(k) The nonprofit corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 25485 U.S. Hwy. 19 N., Clearwater, FL 33763 and the name of the initial registered agent of the Corporation at that address is Genevieve Lykes Dimmitt.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: Genevieve Lykes Dimmitt
Genevieve Lykes Dimmitt

ARTICLE VII- BOARD OF DIRECTORS

The business and affairs of the nonprofit corporation shall be under the control and management of a Board of Directors consisting of not fewer than three persons. The number of the members of the Board of Directors shall be fixed by the bylaws of the nonprofit corporation. The following named persons are hereby named and designated to act as the initial directors of the nonprofit corporation and until their successors shall be elected and qualified:

Genevieve Lykes Dimmitt
25485 U.S. Hwy. 19 N.
Clearwater, FL 33763

Mallory Lykes Dimmitt
25485 U.S. Hwy. 19 N.
Clearwater, FL 33763

Lawrence Hundley Dimmitt, III
25485 U.S. Hwy. 19 N.
Clearwater, FL 33763

ARTICLE VIII - CONTRACTUAL RELATIONSHIPS/BREACH OF FIDUCIARY DUTY

No contract or other transactions between the nonprofit corporation and one or more of its directors or any other nonprofit or profit corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if (a) the fact of such relationship or interest is

disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the nonprofit corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

To the extent permitted by statute, no member of the Board of Directors shall have any personal liability to the nonprofit corporation for monetary damages for breach of fiduciary duty.

ARTICLE IX - LIABILITY OF DIRECTORS

A director shall not be personally liable to the nonprofit corporation for monetary damages for breach of fiduciary duty as a director, except for liability arising from (a) any breach of the director's loyalty to the nonprofit corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any transaction from which the director derived any improper personal benefit, or (d) any other act expressly proscribed or for which directors are otherwise liable under the Florida Nonprofit Corporation Act.

If the Florida Nonprofit Corporation Act is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director shall be limited or eliminated to the fullest extent permitted by the Florida Nonprofit Corporation Act or other Florida law, as so amended. Any repeal or modification of this article by the nonprofit corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator of these Articles is:
Genevieve Lykes Dimmitt, 25485 U.S. Hwy. 19 N., Clearwater, FL 33763

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation this 16 day of DECEMBER, 1997.


Genevieve Lykes Dimmitt, Incorporator

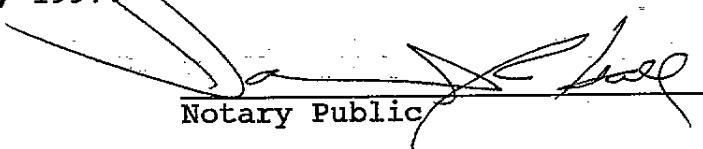
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 AM 9:11

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GENEVIEVE LYKES DIMMITT, who is personally known to me or who produced a Florida Driver's License as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16 day of DECEMBER, 1997.


Notary Public

My Commission Expires:



DONALD R. HALL
MY COMMISSION # CC481571 EXPIRES
November 14, 1999
BONDED THRU TROY FAIR INSURANCE, INC.