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ACCOUNT NO. : 072100000032

REFERENCE : 708924 4343687

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 17, 1998

ORDER TIME : 11:48 AM

ORDER NO. : 708924-005

CUSTOMER NO: 4343687

CUSTOMER: Tami F. Conetta, Esq
GASSMAN & CONETTA, P.A.

Suite 102
1245 Court Street
Clearwater, FL 33756

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DOMESTIC FILING

NAME: SHIRLEY I. LONG CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE:

 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: Stacy L Earnest

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 PM 2:17

RECEIVED
98 FEB 16 PM 1:23
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SHIRLEY I. LONG CHARITABLE FOUNDATION, INC.

A Florida Nonprofit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 PM 2:17

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and act as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is SHIRLEY I. LONG CHARITABLE FOUNDATION, INC.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is 601 S. Florida Avenue, Clearwater, Florida 33756, and the mailing address of the Corporation is P.O. Box 697, Clearwater, Florida 33757.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal

Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these Articles of Incorporation, the 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 Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE FIVE

Limitations

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

ARTICLE SIX

Distribution of Assets on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SEVEN

Members; Directors

This Corporation shall have no members.

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the Directors, but shall never be less than three (3).

The Directors shall be elected as stated in the By-Laws of the Corporation. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's By-Laws, and the laws of the State of Florida.

Each Director shall have one (1) vote on all matters. Except as otherwise provided in these Articles of Incorporation or by the By-Laws of this corporation, all action taken by the Board of directors shall be taken by a majority of the Directors present at a quorum of the Board of Directors.

ARTICLE EIGHT

Initial Directors

The name and address of the members of the initial Board of Directors is:

Harris E. Long
P.O. Box 697
Clearwater, Florida 33757

Shirley I. Long
P.O. Box 697
Clearwater, Florida 33757

Bernard J. Lechner
P.O. Box 5147
Clearwater, Florida 33758

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE EIGHT

Officers

The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a secretary and such Assistant Treasurers, Secretaries and other officers as the Board of Directors shall deem necessary. The Board of Directors shall elect officers at each annual meeting of the Corporation, and may at any meeting fill any officer vacancy. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the By-Laws and, except as otherwise provided in the By-Laws, each officer shall be entitled to exercise all the rights and powers granted to such officer by the laws of the State of Florida.

The initial officers of this Corporation, who shall serve until the first election of officers, are as follows:

President	Shirley I. Long
Vice-President	Harris E. Long
Treasurer	Bernard J. Lechner
Secretary	Shirley I. Long

ARTICLE NINE

Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida 33756. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as TAMI F. CONETTA, ESQUIRE. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE TEN

Incorporator

The name and street address of the undersigned as incorporator of these Articles of Incorporation is:

Tami F. Conetta, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756

ARTICLE ELEVEN

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of directors at any meeting of the Directors, or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles may be proposed by any Director.

ARTICLE TWELVE

Indemnification

This Corporation shall indemnify, hold harmless and insure its officers and Directors, and any former officers and Directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of February, 1998.


TAMI F. CONETTA

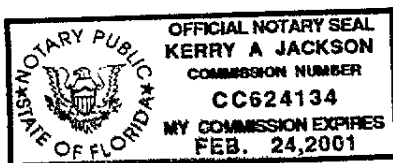
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared TAMI F. CONETTA, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 16th day of February, 1998.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 PM 2: 17

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as her location for service of process as:

Tami F. Conetta, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or she shall resign pursuant to the laws of the State of Florida.


TAMI F. CONETTA, ESQUIRE

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:tc*saw*tc 2-16-98