

T Tillman
R Rogers
T Tansey

Michael Tillman, P.A.

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A National Collaboration of Professional Entities

August 31, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 8:08

Re: THE GAINESVILLE COMMUNITY FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for THE GAINESVILLE COMMUNITY FOUNDATION, INC. Please file same in your usual manner. Please note this is a Florida non-profit corporation. I have enclosed a check in the amount of \$70.00 for filing fees and registered agent designation.

Please issue a letter of acknowledgement to me at the above address.

Yours truly,



Michael Tillman, Esq.

900002632839--4
-09/04/98-01117-013
*****70.00 *****70.00

MT:mdl

Enclosures:

1. Original Articles of Incorporation/Designation of Registered Agent
2. Check

c: client

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R. Purinton SEP 11 1998

Haile Village Center
5346 S.W. 91st Terrace, Gainesville, FL 32608
Tel: 352-376-8600 Fax: 352-376-0026 WealthSC@aol.com

**THE GAINESVILLE
COMMUNITY FOUNDATION, INC.**

FILED
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DIVISION OF CORPORATIONS

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Article One

Name

Section 1. Name

The name of the Corporation is: The Gainesville Community Foundation, Inc.

Section 2. Address

The address of the principal office of the Corporation is:

5346 S.W. 91st Terrace
Gainesville, FL 32608

Article Two

Purpose

The Corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"), and, in furtherance of these purposes, the Corporation may:

(a) Solicit, collect, and otherwise raise money or other property, both personal and real, for charitable, philanthropic, eleemosynary, and benevolent purposes;

(b) Expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations, or institutions organized

for charitable purposes and recognized as federally tax-exempt under section 501(c)(3) of the Internal Revenue Code;

(c) Assist and make more efficient the work of charitable, philanthropic, and benevolent organizations, particularly those operating in the City of Gainesville and its surrounding areas by cooperating with and assisting such organizations, and by receiving by gift, will, or otherwise money or other property, and by distributing it as may be deemed best for charitable and philanthropic purposes;

(d) Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein;

(e) Contract with other organizations for-profit and not-for-profit, with individuals, and with government agencies;

(f) Do any and all other things necessary or proper in connection with or incidental to any of the foregoing;

(g) Otherwise operate exclusively for charitable, scientific, or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code; and

(h) Exercise all the powers enumerated in Section 617.0301, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code or any amendments or additions thereto.

Article Three

Corporate Affairs

Section 1. Not-for-Profit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or trustee of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibitions as to Legislation and Politics

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to the extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Internal Revenue Code by attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized by the Internal Revenue Code.

Section 3. Other Prohibited Activities

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code; or by a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code; or by a corporation to which contributions are deductible for federal estate tax purposes under section 2055(a)(1) or (2) of the Internal Revenue Code; or by a corporation to which contributions are deductible for federal gift tax purposes under section 2522(a)(1) or (2) of the Internal Revenue Code.

Section 4. Status of Corporation

The Corporation intends to have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. The Corporation intends to have, and continue to have, the status of a community chest or community foundation which is publicly supported within the meaning of section 170(b)(1)(A)(vi) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

The Board of Directors is committed to exercise in the best interests of the Corporation, the powers described in United States Treasury Regulations 1.170A-9(e)(11)(v)(B), (C), and (D).

The Board of Directors is committed to obtain information and to take other appropriate steps to see that each participating trustee, custodian, or agent of a trust or fund of the Corporation administers the Corporation's funds in accordance with the provisions of United States Treasury Regulations section 1.170A-9(e)(11)(v)(F).

Section 5. Powers and Responsibilities of Directors

The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the state of Florida.

The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal and in furtherance of the exempt purposes of the Corporation.

The Board of Directors will report, at least annually, to the public concerning its financial condition, activities, and distributions, and take other appropriate actions to make the Corporation and its

purposes known to the public in the area it serves and to seek gifts from a wide segment of the population of the area it serves.

Section 6. Restrictions on Gifts

The Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the Board's sole judgment, the restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Gainesville and the surrounding areas.

By making a gift, each donor shall be deemed to have accepted the terms of these Articles of Incorporation, including the provisions related to the modification of restrictions or conditions.

Article Four

Duration

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with law.

Article Five

Membership

The Corporation shall initially have no members. The Board of Directors shall have the power to admit members as may be provided for in the Bylaws of the Corporation.

Article Six

Directors

The Board of Directors shall at all times consist of at least three Directors. The number, qualifications, and manner of election of Directors shall be as set forth in the Corporation's Bylaws.

Article Seven

Officers

The affairs of the corporation shall be managed by its President, Vice President, Secretary, and Treasurer. The Officers shall be elected or appointed by the Board of Directors in accordance with the Bylaws of the Corporation. The Board of Directors may appoint or elect such other officers as it shall deem advisable.

Article Eight

Registered Agent

The name of the registered agent, and the address of the registered office of the Corporation is:

Michael Tillman
5346 S.W. 91st Terrace
Gainesville, FL 32608

Article Nine

Amendments

These Articles of Incorporation may be amended only by a written resolution adopted by two-thirds of the members of the Board of Directors.

Article Ten

Dissolution

Upon the voluntary dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for one or more exempt purposes; which at the time qualify as exempt within the meaning of section 501(c)(3), and as other than a private foundation under section 509(a), of the Internal Revenue Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine.

Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in section 501(c)(3) of the Internal Revenue Code as the court shall select.

If the Corporation is involuntarily dissolved, the Directors and Officers of the Corporation shall first take any action (within a reasonable period of time) which they believe, in their sole discretion is in the best interest of the Corporation, to reinstate the Corporation. Upon failure of reinstatement within a reasonable amount of time, the Corporation shall pay all of the liabilities and distribute the assets of the Corporation as provided for above.

Article Eleven

Bylaws

The Board of Directors shall adopt the Bylaws of the Corporation and shall have the power to amend or rescind the Bylaws.

Article Twelve

Incorporators

The names of the incorporators are:

Howard W. Patrick

Richard M. White, Jr.

Richard A. Kendzior

William D. Olinger III

Teresa K. Caskey

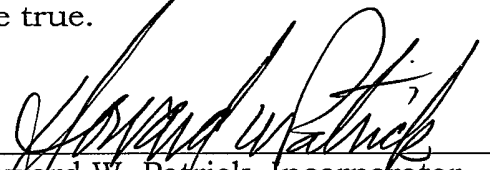
Stuart S. Wegener

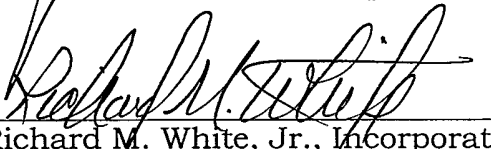
Michael Tillman

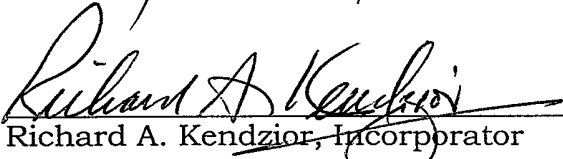
Thomas E. Spain

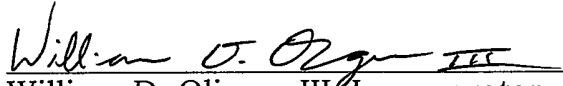
The undersigned, being the original incorporators named above, for the purposes of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby make, acknowledge and file these

Articles, hereby declaring and certifying that the facts herein stated are true.

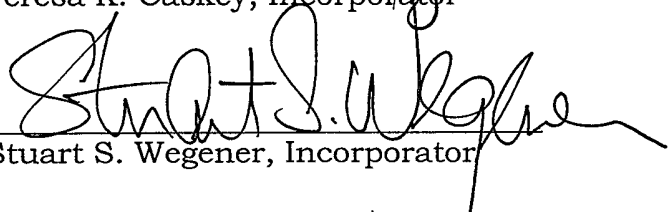

Howard W. Patrick, Incorporator

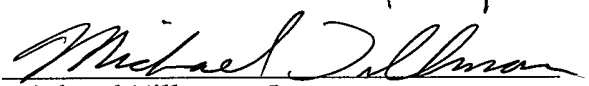

Richard M. White, Jr., Incorporator


Richard A. Kendzior, Incorporator


William D. Olinger III, Incorporator


Teresa K. Caskey, Incorporator


Stuart S. Wegener, Incorporator


Michael Tillman, Incorporator


Thomas C. Spain

STATE OF FLORIDA
COUNTY OF ALACHUA

)
} ss.
)

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Howard W. Patrick, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

)
} ss.
)

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Richard M. White, Jr., who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Richard A. Kendzior, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by William D. Olinger III, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Teresa K. Caskey, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Jessica B. Carter
Notary



Jessica B Carter
My Commission CC682537
Expires September 22, 2001 1

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Stuart S. Wegener, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Michael Tillman, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

}
} ss.
}

The foregoing Articles of Incorporation were acknowledged before me on August 5, 1998, by Thomas L. Spain, who personally appeared before me, and who is personally known to me.

Witness my hand and official seal.

Alison J. Davis
Notary



Alison J. Davis
MY COMMISSION # CC655403 EXPIRES
July 18, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Acceptance of Registered Agent

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, 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.

Michael Tillman
Michael Tillman, Registered Agent

8/6/98
Date

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DIVISION OF CORPORATIONS
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