

# N98000006747



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 045692 4329479

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : November 30, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 045692-005

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

800002697248--1

DOMESTIC FILING

NAME: THE EVA HURST CHARITABLE  
FOUNDATION, 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: Sara Leà

EXAMINER'S INITIALS:

98 NOV 30 PM 12:30

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
98 NOV 30 AM 10:39  
CSC CORPORATION

ARTICLES OF INCORPORATION

OF

THE EVA MAE HURST CHARITABLE FOUNDATION, INC.  
(A Corporation Not For Profit)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 30 PM 12:30

ARTICLE I

Name

The name of this corporation is The Eva Mae Hurst Charitable Foundation, Inc. (the "Corporation").

ARTICLE II

Principal Address

The principal place of business and mailing address of the Corporation is 950 S. Winter Park Road, Suite 301, Casselberry, Florida 32718.

ARTICLE III

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation. The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

## **ARTICLE V**

### **Qualification of Members**

The membership of this Corporation shall constitute of Eva Mae Hurst and Hector A. Tico Perez and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. Upon the death or withdrawal of either Eva Mae Hurst or Hector A. Tico Perez, Richard Herbst shall become a member unless he has already become a member in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

## **ARTICLE VI**

### **Incorporator**

The name and address of the incorporator to the Articles of Incorporation are:

Hector A. Tico Perez  
200 S. Orange Avenue  
Suite 2300  
Orlando, Florida 32801

## **ARTICLE VII**

### **Officers**

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

#### **Office**

President  
Treasurer  
Secretary

#### **Name**

Hector A. Tico Perez  
Richard Herbst  
Paul Hoover

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

## ARTICLE VIII

### Manner of election of Directors

Section 1. The number of directors of the Corporation shall be four, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Eva Mae Hurst	950 S. Winter Park Road, Suite 301 Casselberry, Florida 32718
Anne Olsen	950 S. Winter Park Road, Suite 301 Casselberry, Florida 32718
Robin Snyder	950 S. Winter Park Road, Suite 301 Casselberry, Florida 32718
Jacob Stuart	880 Bonita Drive Winter Park, Florida 32789

## ARTICLE IX

### Bylaws

Section 1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

## **ARTICLE X**

### **Amendments**

**Section 1.** These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

**Section 2.** Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

## **ARTICLE XI**

### **Initial Registered Agent and Address**

The street address of the initial registered office of this corporation shall be at 200 S. Orange Avenue, Suite 2300, in the City of Orlando, County of Orange, State of Florida, and the name of the original registered agent at that address shall be A.G.C. Co.

## **ARTICLE XII**

### **Tax-Exempt Status**

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article IV hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provisions of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE XIII

#### Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

### ARTICLE XIV

#### Distribution of Assets Upon Dissolution

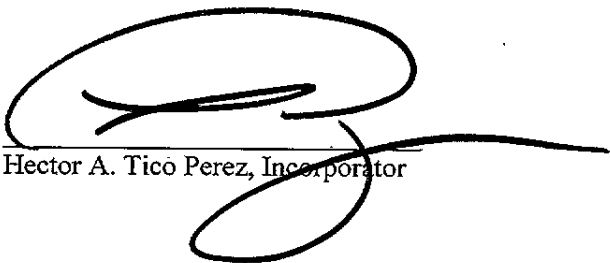
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XV

#### Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law, provided that such indemnification shall not constitute a violation of any provision of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) applicable to a private foundation as defined in Section 509(a) of such Code.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 25<sup>th</sup> day of November, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.




Hector A. Tico Perez, Incorporator

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of November, 1998, by Hector A. Tico Perez, who is personally known to me or ~~has produced~~  
~~as identification.~~

Ineta Cordero  
(Notary Signature)

(NOTARY SEAL)

Ivette Cordero  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. 



**IVETTE CORDERO**  
**MY COMMISSION # CC446763 EXPIRES**  
**April 3, 1999**  
**BONDED THRU TROY FAIN INSURANCE, INC.**

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That The Eva Mae Hurst Charitable Foundation, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

DATED: November 25, 1998

By:

Kenneth C. Wright

Its: Vice Pres.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 30 PM 12:30