

N99000000858

TRANSMITTAL LETTER

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

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-02/08/99--01142--008

\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Andrew Family Charitable 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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James Andrew  
Name (Printed or typed)  
650 Beach Road, Apt. 341  
Address  
Vero Beach, FL 32963  
City, State & Zip  
(800) 742-0300  
Daytime Telephone number

FILED  
99 FEB - 8 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

8

FILED  
99 FEB -8 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

### Andrew Family Charitable Foundation, Inc.

The undersigned, incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

#### ARTICLE I

##### Name

The name of the corporation is:

Andrew Family Charitable Foundation, Inc.

#### ARTICLE II

##### Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the corporation are:

650 Ocean Beach Road, Apt. 341  
Vero Beach, FL 32963

#### ARTICLE III

##### Purposes

The corporation is organized for charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions as permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended (the "Internal Revenue Code"). The corporation may, as

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**Andrew Family Charitable Foundation, Inc.**  
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permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**

**Election of Trustees**

The manner in which the trustees are elected or appointed shall be set forth in the Bylaws of the corporation.

**ARTICLE V**

**Limitation of Corporate Powers**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

**ARTICLE VI**

**Registered Agent and Office**

The name and street address of the initial registered agent is:

James Andrew  
650 Beach Road, Apt. 341  
Vero Beach, FL 32963

## ARTICLE VII

### Incorporator

The name and street address of the incorporator for these articles of incorporation is:

James Andrew  
650 Beach Road, Apt. 341  
Vero Beach, FL 32963

## ARTICLE VIII

### Trustees

The names and street addresses of the individuals who are to serve as the initial trustees are:

James Andrew  
650 Beach Road, Apt. 341  
Vero Beach, FL 32963

Stacy Andrew  
394 S.W. 62nd Boulevard, Apt. 5  
Gainesville, FL 32607

Cheryl M. Andrew  
650 Beach Road, Apt. 341  
Vero Beach, FL 32963

## ARTICLE IX

### Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the

**Articles of Incorporation**  
**Andrew Family Charitable Foundation, Inc.**  
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corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the 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 any candidate for public office. Notwithstanding any other 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 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE X**

**Dissolution**

In the event of dissolution of the corporation, the board of trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of trustees shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code and in accordance with the statutes of the State of Florida.

## ARTICLE XI

### Personal Liability

No officer or trustee of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or trustee notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or trustee to the extent that such liability is imposed by applicable law (i) for a breach of the trustee's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or trustee derived an improper personal benefit.

## ARTICLE XII

### Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or trustee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or trustee entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

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This provision constitutes a contract between the corporation and the indemnified officers and trustees. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or trustee shall apply to such officer or trustee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

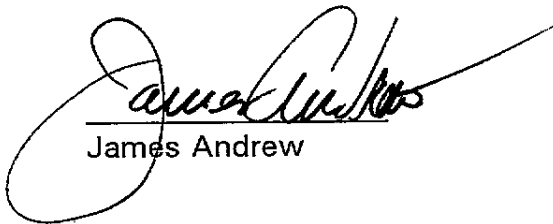
**ARTICLE XIII**

Form

The corporation shall be organized on a non-stock basis and shall have no members.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1998.

Signature of Incorporator:

  
James Andrew

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent as of the date above written 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.

Signature of Registered Agent:



James Andrew

**FILED**  
99-FEB-8 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA