

The Seedlings Foundation, Inc.  
Supporting Mission Funding for the 21st Century

February 11, 1999

Secretary of State  
Department of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

N990000001008

Dear Sir,

Enclosed please find the Articles of Incorporation for The Seedlings Foundation, which have been properly executed and notarized. The initial Registered Agent has also executed the articles indicating his acceptance of the position of Registered Agent.

We are enclosing a check in the amount of \$78.75 to cover the cost of registration and the cost of a certified copy of the Articles of Incorporation which are to be returned to us at: 1000 Savage Ct., Suite 200, Longwood, FL 32750

Sincerely,

  
Douglas L. Grable  
Incorporator

800002775888-9  
-02/15/99-01127-019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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99FEB 15 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mr. Grable GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp suffix  
DATE 2/17  
DOC. EXAM SD

W99-4036  
SD  
2/17

1000 Savage Ct. Suite 200, Longwood, FL 32750  
Office: (407) 767-1695 - Fax: (407) 767-1685

Articles of Incorporation  
of  
THE SEEDLINGS FOUNDATION, INC.  
A Florida Nonprofit Corporation

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TALLAHASSEE, FLORIDA

Article 1. Name. The name of the corporation is: The Seedlings Foundation, Inc.

Article 2. Duration. The duration of the corporation is perpetual.

Article 3. Purpose. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, of the Florida Statutes. It is not organized for the private gain of any person. The incorporators of this not-for-profit corporation recognize a national need to create and provide new and more efficient programs to support the grass-root efforts of volunteers, enabling them to meet the funding challenges of the twenty-first century; to provide a new method for the disadvantaged citizens of our nation, and all organizations working to assist them, to improve themselves by working with volunteer organizations comprised of their fellow citizens; not to do for them, but to give them the means whereby they will be able to do for themselves and become self-sufficient, productive members of society.

The purpose of this corporation is to provide support to any group or organization working in voluntary cooperation to improve or sustain either the general physical well-being of its community or the general economic and social life of its community of members, including, but not limited to providing educational opportunities, youth self-development opportunities (such as Boy Scouts, Girl Scouts, YMCA/YWCA, Boys and Girls organized sports teams), medical assistance, including, but not limited to medical research activities, out-patient assistance programs, educational opportunities for handicapped individuals, social welfare organizations working to improve the lives of the socially disadvantaged, including, but not limited to groups or organizations providing job training, shelter, for the homeless, child welfare and safety programs.

To accomplish the over-all purposes of this corporation, the specific purposes of this corporation are: (1) to provide instructional, technical, and financial support to local, regional, and national fundraising programs; to provide support for persons desirous of establishing on-going giving programs for the benefit of qualified

organizations which in turn are working towards the accomplishment of improving the social, economic, and moral lives of the people in their communities.

Persons are identified as individuals, groups of individuals, charitable trusts, partnerships, or corporations desirous of establishing meaningful corporate giving programs to support the communities from which they derive their income.

Qualified organizations are defined as any church, school, fraternal or charitable organization that meets the requirements of the Internal Revenue Code to be classified as a tax exempt activity as the law is presently constituted or as amended by act of Congress.

Support is defined as and may include any or all or a combination of the following: (1) educational seminars, individual or group training, assistance in designing, locating, or preparing necessary fundraising materials, direct grants, and/or interest-free short-term loans for the purchase of fundraising materials, supplies, required licenses, permits, registration, or qualification fees. (2) to provide educational scholarships to any student, regardless of race, creed, or national origin, who has demonstrated his or her support of philanthropic principles by participating in, assisting in, sponsoring, or volunteering with any locally recognized community self-help or improvement program or activity. (3) to annually donate all funds in excess of reasonable operating costs and reserves for the on-going work of the foundation to the following national organizations in equal amounts: the American Red Cross, the Salvation Army, and the Habitat for Humanity.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights privileges of members of the corporation. The By-laws may provide for

Non-voting Members of one or more classes, who shall be admitted in such number and who shall have such rights and privileges as are set forth in the By-laws, but who shall not have the right to vote. The names and addresses of each of the initial Voting Members is as follows:

<u>Name</u>	<u>Address</u>
Douglas L. Grable	1000 Lake of the Woods Blvd. Fern Park, Florida 32730
Cecil A. Tucker II	23300 Ft. Christmas Rd. (Box 345) Christmas, Florida 32709
Kevin LaJeunesse	126 Tarrytown Trail Longwood, Florida 32750

Article 5. Initial Registered Agent and Office. The initial registered agent is Douglas L. Grable, and the initial registered office is 1000 Savage Court, Suite 200, Longwood, FL 32750. Tel. 407-767-1695.

Article 6. Initial Board of Directors. The initial Board of Directors shall have seven members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Douglas L. Grable	1000 Lake of the Woods Blvd. Fern Park, Florida 32730
Cecil A. Tucker II	23300 Ft. Christmas Rd. (Box 345) Christmas, Florida 32709
Kevin LaJeunesse	126 Tarrytown Trail Longwood, Florida 32750

The By-laws shall provide for the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the By-laws, but shall in no case be less than three.

Article 7. Officers. The officers of the corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the By-laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The names and addresses of the initial officers of the corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Douglas L. Grable	1000 Lake of the Woods Blvd. Fern Park, Florida 32730
Secretary	Kevin LaJeunesse	126 Tarrytown Trail Longwood, Florida 32750
Treasurer	Cecil A. Tucker II	23300 Ft. Christmas Rd. (Box 345) Christmas, Florida 32709

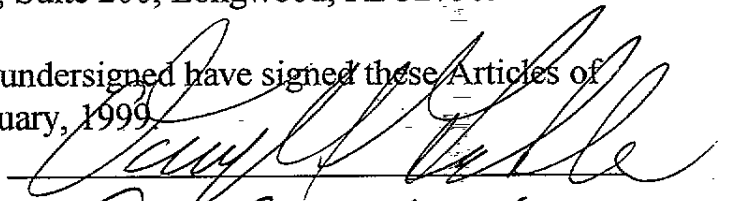
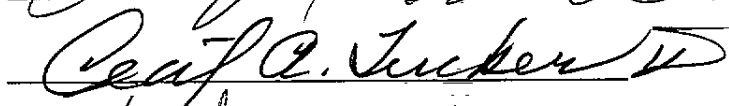
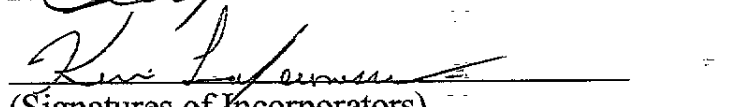
Article 8. Incorporators. The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Douglas L. Grable	1000 Lake of the Woods Blvd. Fern Park, Florida 32730
Cecil A. Tucker II	23300 Ft. Christmas Rd. (Box 345) Christmas, Florida 32709
Kevin LaJeunesse	126 Tarrytown Trail Longwood, Florida 32750

Article 9. Nonstock Basis. The corporation is organized (and shall be operated) on a Nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided for in the By-laws.

Article 10. Corporate Address. The street address of the corporation's initial principal office is: 1000 Savage Court, Suite 200, Longwood, FL 32750.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 10th day of February, 1999.

  
  
  
 (Signatures of Incorporators)

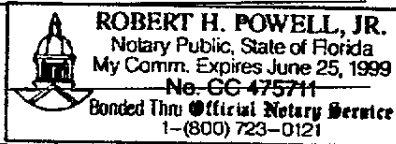
Acknowledged before me on the 10<sup>th</sup> day of February, 1999, by: Douglas L. Grable, Cecil A. Tucker II, and Kevin LaJeunesse, who produced valid Florida

Drivers Licenses as identification, and who executed said instrument for the purposes therein expressed.

  
NOTARY PUBLIC, STATE OF FLORIDA

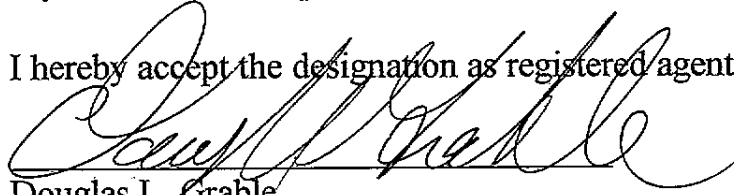
Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_



My Commission Expires: \_\_\_\_\_

I hereby accept the designation as registered agent:

  
Douglas L. Grable

The initial registered office is:  
1000 Savage Court, Suite 200  
Longwood, FL 32750  
Tel. 407-767-1695.

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