

N99000002353

KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER
A Partnership of Professional Associations
Attorneys at Law

Lake Wyman Plaza
2424 North Federal Highway, Suite 314
Boca Raton, Florida 33431

John M. Cappeller, Jr., P.A.

Telephone: 561-392-4300
Facsimile: 561-392-4409

March 26, 1999

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

900002821589--6
-03/29/99-01078-003
*****87.50 *****87.50

**Re: Filing Articles for Not-For-Profit Corporation for
THE GRIFFITH FOUNDATION, INC.**

Dear Division:

Enclosed for filing please find Articles of Incorporation for the above referenced corporation. Also enclosed please find my firm's trust account check in the amount of \$87.50, the required filing fee.

Please forward the copy to my office and if further information is needed please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.


John M. Cappeller, Jr.

JMC/jr
Enclosure

FILED
99 MAR 29 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1999

W9900007968

ARTICLES OF INCORPORATION
OF
THE GRIFFITH FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
99 MAR 29 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **THE GRIFFITH FOUNDATION, INC.**

ARTICLE II - 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 III - PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, including the awarding of educational scholarships, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation, or any private individual (except that private individuals may receive an award of an educational scholarship and that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Subsection 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of

any candidate for public office.

(c) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501 (c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under subsection 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Notwithstanding any other provision of these articles of incorporation, no member, trustee, director, officer, or private individual shall engage in any self-dealing as defined in Subsection 4941 of the Internal Revenue Code 1986, or corresponding provision of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provision of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - DIRECTORS

There shall not be not less than five (5) members of the Board of Director of the Corporation not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving. The manner in which Director are elected or appointed is as stated in the bylaws.

The names and address of the persons who are to serve as Directors until the First election thereof, as appointed by the Incorporator, are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| Richard S. Griffith, Sr. | 14354 Dulcimer Court Orlando, Florida 32837 |

Ann W. Griffith

14354 Dulcimer Court
Orlando, Florida 32837

Richard S. Griffith, Jr.

14325 Dulcimer Court
Orlando, Florida 32837

Robin S. Griffith

14336 Dulcimer Court
Orlando, Florida 32837

Robert S. Griffith

14327 Dulcimer Court
Orlando, Florida 32837

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 14354 Dulcimer Court, Orlando, Florida 32837.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial register office of the corporation shall be at 14354 Dulcimer Court, Orlando, Florida 32837. The original registered agent of the Corporation at that address shall be Richard S. Griffith, Sr.

ARTICLE VII - MEMBERSHIP

Unless otherwise provided in the Corporation Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VIII - MEMBERSHIP CONTROL

The corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE IX - NONSTOCK CORPORATION

The corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE X - BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE XI - AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE X - INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is: Anthony De Meo, 2400 E. Commercial Blvd., Suite 517, Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, we have subscribed our names this 16 day of March, 1999.

Anthony De MEO
ANTHONY DE MEO

STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ANTHONY DE MEO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of March, 1999.

My Commission Expires:



Ann K Reedy
My Commission CC647415
Expires May 14, 2001

Notary: Ann K. Reedy

Printed Name

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

Having been named as registered agent and to accept service for process for the above stated Not For-Profit Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statues 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.


Richard S. Griffith, SR.

FILED
99 MAR 29 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA