



THE UNITED STATES
CORPORATION
COMPANY

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REFERENCE : 243067 82866A

AUTHORIZATION :

Patricia Pujant

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ORDER DATE : May 17, 1999

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ORDER NO. : 243067-005

CUSTOMER NO: 82866A

CUSTOMER: Samantha J. Platt, Legal Asst
CLARK & CAMPBELL, P.A.
CLARK & CAMPBELL, P.A.
4740 Cleveland Heights Blvd

Lakeland, FL 33813

DOMESTIC FILING

NAME: VOTUM FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
99 MAY 17 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
99 MAY 17 PM 3:15

5-17
WS

ARTICLES OF INCORPORATION
OF
VOTUM FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
99 MAY 17 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is VOTUM FOUNDATION, INC. Its address is 5015 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on

(a) by an organization 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 Tax Code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Tax Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 herein. 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 or in opposition to any candidate for public office.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

The purpose and objective of this corporation is to create a private foundation ("Foundation") to serve and support a wide variety of charitable activities, including education, health, arts and cultural, human service, and civic and environmental programs. To carry out and accomplish the charitable activities, the Foundation will serve and support other 501(c)(3) organizations through financial, administrative, research, labor and any other means possible. More importantly, the Foundation's service and support of other 501(c)(3) organizations is to be guided as the Lord pleases toward fulfilling Christ's command as set forth in Matthew, Chapter 25 and paraphrased as follows:

"Then the King will say to those on his right, 'Enter, you who are blessed by my Father, Take what's coming to you in this kingdom. It's been ready for you since the world's foundation. And here's why:

I was hungry and you fed me,
I was thirsty and you gave me a drink,
I was homeless you gave me a room,
I was shivering and you gave me clothes,
I was sick and you stopped to visit,

I was in prison and you came to me.' ”

Further, the Foundation, as Christ commanded in Mark, Chapter 16, shall

“Go into the world. Go everywhere and announce the Message of God’s good news to one and all.”

ARTICLE IV: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contacts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or

otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

Officers and members of the board of directors may receive reasonable compensation for his or her services, including actual expenses to or on behalf of said corporation, as an officer or Board member, if authorized by the board of directors.

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, or the corresponding section of any further United States tax code, 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 a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office shall be located at 5015 South Florida Avenue, Lakeland, Florida 33813. The name and address of its initial Resident Agent in Florida is Ronald L. Clark, Esquire, located at 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813.

ARTICLE IX: STOCKS AND ASSETS

This corporation is organized on a non-stock basis. The Corporation possesses no assets as of this date.

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Lawrence W. Maxwell	5015 South Florida Avenue Lakeland, Florida 33813

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first

annual meeting of the membership in accordance with the By-Laws are:

President/Treasurer Lawrence W. Maxwell

Vice President/Secretary Anita K. Maxwell

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the initial directors until the first meeting of the foundation of the corporation, are:

Lawrence W. Maxwell 5015 South Florida Avenue
Lakeland, Florida 33813

Anita K. Maxwell 5015 South Florida Avenue
Lakeland, Florida 33813

Lawrence T. Maxwell 5015 South Florida Avenue
Lakeland, Florida 33813

Amanda R. Maxwell 5015 South Florida Avenue
Lakeland, Florida 33813

Benjamin D. E. Falk 5015 South Florida Avenue
Lakeland, Florida 33813

ARTICLE XIII: AMENDMENT OF BY-LAWS

- (a) The membership of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.
- (b) The By-Laws may be amended as set forth in such By-Laws.

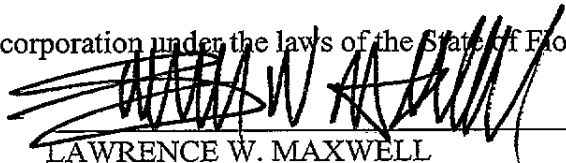
ARTICLE XIV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.1002.

ARTICLE XV: EXISTENCE

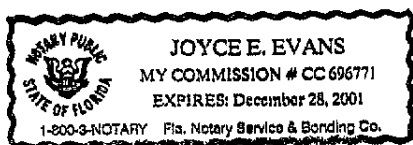
This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

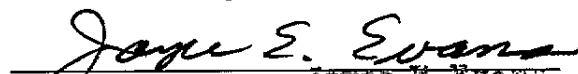
IN WITNESS WHEREOF, I, LAWRENCE W. MAXWELL, the undersigned subscribing incorporator have hereunto set my hand and seal this 16th day of APRIL, 1999, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


LAWRENCE W. MAXWELL

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally on this 16th day of APRIL, 1999, an officer duly authorized in the State and County aforesaid to take acknowledgments, by LAWRENCE W. MAXWELL, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.



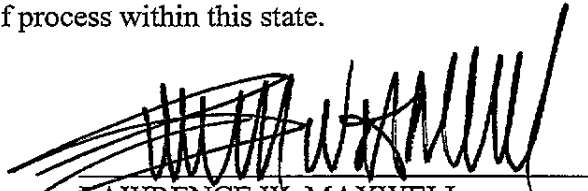

NOTARY PUBLIC Joyce E. Evans
My Commission Expires: _____
My Commission Number: _____
Joyce E. Evans

(Name of Notary typed, printed or stamped)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named Ronald L. Clark, located at 4740 Cleveland Heights Boulevard, Polk County, Lakeland, Florida, as its agent to accept service of process within this state.



LAWRENCE W. MAXWELL

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



RONALD L. CLARK
Registered Agent

FILED
99 MAY 17 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA