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McGUIRE, PRATT, MASIO, FARRANCE & RICE, P.A.

ATTORNEYS AT LAW

ROBERT A. FARRANCE②
JOHN W. KAKLIS
CAROL A. MASIO
HUGH E. McGUIRE, JR.
SCOTT G. MILLS
CHARLES J. PRATT, JR.
H. HAMILTON RICE, JR.②③④

1001 3rd AVENUE WEST, SUITE 600
BRADENTON, FLORIDA 34205

MAILING ADDRESS:
POST OFFICE BOX 1866
BRADENTON, FLORIDA 34206

Telephone: (941) 748-7076
Facsimile: (941) 747-9774
E-mail: MPMF@pcsonline.com

①Certified Family Mediator
②Certified Civil Mediator
③Board Certified Civil Trial Lawyer
④Board Certified City, County and
Local Government

May 10, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: PALMETTO HIGH FFA FOUNDATION, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$70.00 for the filing fees. Please furnish us with a file stamped copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely yours,

McGUIRE, PRATT, MASIO, FARRANCE & RICE, P.A.


Charles J. Pratt, Jr.

CJP/kjd
Enclosure

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FILED
99 MAY 18 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
PALMETTO HIGH FFA FOUNDATION, INC.,
a Florida Nonprofit Corporation

FILED
99 MAY 18 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida
Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is: **PALMETTO HIGH FFA FOUNDATION, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3424 U.S. 301
North, Ellenton, Florida 34222.

ARTICLE III

PURPOSE

A. The specific purpose for which the corporation is organized are for funding educational activities and providing financial assistance for FFA students at Palmetto High School in Palmetto, Florida, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV

MEMBERSHIP

The corporation shall not have members.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The Directors of the corporation shall be elected or appointed by the affirmative vote of the remaining Directors, even though the remaining Directors constitute less than a quorum.

ARTICLE VI

REGISTERED AGENT

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

JACK GAY
3424 U.S. 301 North
Ellenton, Florida 34222

ARTICLE VII

INCORPORATORS

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

JACK GAY
3424 U.S. 301 North
Ellenton, Florida 34222

DANIEL WEST
1525 17th Street West
Palmetto, Florida 34221

ROBERT ROTUNDO
1502 23rd Avenue West
Palmetto, Florida 34221

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific

purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle 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 IX

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocable dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall be by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming

this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 9th day of Dec, 1998.


JACK GAY


DANIEL WEST


ROBERT ROTUNDO

ACKNOWLEDGMENT OF REGISTERED AGENT

I AM FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT.


JACK GAY
DATED Dec 9, 1998

FILED
99 MAY 18 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA