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LEWIS W. STONE
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May 28, 1999

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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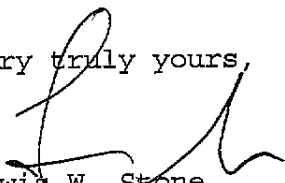
Re: Wayne C. Bailey Charitable Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced not for profit corporation. Also, enclosed is a check in the amount of \$78.75 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Lewis W. Stone

LWS:dm
Enclosures

xc: Mr. Wayne Bailey

FILED
1999 JUN -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN -7 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WAYNE C. BAILEY CHARITABLE FOUNDATION, INC.

(A Corporation Not-For-Profit)

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Address

The name and address of this corporation shall be: WAYNE C. BAILEY CHARITABLE FOUNDATION, INC., 22625 Lake Seneca Road, Eustis, Florida 32726.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to United Way, a Section 501(c)(3) qualified organization. Provided, however, if the aforementioned organization does not qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or in corresponding provision of any future United States Internal Revenue law), the Board of Directors shall distribute to an organization so qualified, the remaining assets of the Corporation.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statutes 617.0835, or as subsequently amended.

ARTICLE V
Membership

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals consisting of the Board of Directors hereinafter provided, and their successors in office.

ARTICLE VI
Incorporator

The name and address of the original Incorporator is:

WAYNE C. BAILEY
22625 Lake Seneca Road
Eustis, Florida 32726

ARTICLE VII
Officers

The officers of the corporation shall consist of a President, Vice-President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

	<u>Name</u>	<u>Address</u>
President:	Wayne C. Bailey	Post Office Box 102 Tavares, Florida 32778
Vice President:	James A. Osborn	4138 Lake Forest Mount Dora, Florida 32757
Secretary:	Kenneth D. Kemerling	5004 Greenbriar Trail Mount Dora, Florida 32757
Treasurer:	Lynda W. Comfort	2560 Highway 44 West Eustis, Florida 32726

ARTICLE VIII
Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two-thirds (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of seven (7) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Wayne C. Bailey	Post Office Box 102 Tavares, Florida 32778
Raymond Gilley	40 South Dewey Street Eustis, Florida 32726
Sue Bragg	4315 Picciola Road Fruitland Park, Florida 34731
Kenneth D. Kemerling	5004 Greenbriar Trail Mount Dora, Florida 32757

Ken Bragg

4315 Piccola Road
Fruitland Park, Florida 34731

James A. Osborn

4138 Lake Forest
Mount Dora, Florida 32757

Lynda W. Comfort

2560 Highway 44 West
Eustis, Florida 32726

ARTICLE IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Amendments of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by an eighty percent (80%) vote at any regular or special meeting of the Board of Directors. All proposed Amendments shall be submitted to each member of the Board of Directors at least ten (10) days prior to the meeting date.

ARTICLE XI
Registered Office and Agent

The registered office of the corporation shall be:

22625 Lake Seneca Road
Eustis, Florida 32726

The registered agent shall be:

WAYNE C. BAILEY

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

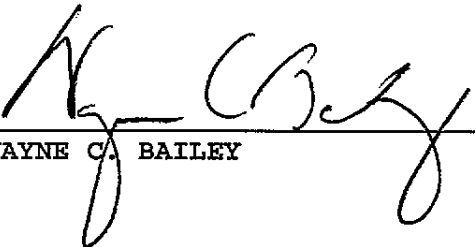
IN WITNESS WHEREOF, the undersigned, being the Incorporator certifies to the truth of the facts herein stated, this 12th day of May, 1999.


WAYNE C. BAILEY

ACCEPTANCE

I hereby accept appointment as Registered Agent of WAYNE C. BAILEY
CHARITABLE FOUNDATION, INC.

Dated: May 28th 1999.



WAYNE C. BAILEY

FILED
1999 JUN -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA