

N 99000005961



ACCOUNT NO. : 072100000032

REFERENCE : 400940 7107686

AUTHORIZATION : *Patricia Piggitt*

COST LIMIT : \$ 78.75

ORDER DATE : October 6, 1999

ORDER TIME : 12:41 PM

ORDER NO. : 400940-005

CUSTOMER NO: 7107686

CUSTOMER: Ms. Susan Kyle
HUGHES SUPPLY, INC.
HUGHES SUPPLY, INC.
Suite 200
20 N. Orange Avenue
Orlando, FL 32801

500003007535--7

DOMESTIC FILING

NAME: HUGHES SUPPLY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 AM 10:05

RECEIVED
99 OCT -6 PM 1:06
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUGHES SUPPLY FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -6 AM 10: 05

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Not For Profit Corporation Act.

ARTICLE I

Name and Address

The name of the Corporation shall be HUGHES SUPPLY FOUNDATION, INC. The principal office and mailing address is 20 North Orange Avenue, Suite 200, Orlando, Florida 32801.

ARTICLE II

Corporate Purposes, Powers and Rights

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above purposes.

ARTICLE III

No Personal Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors 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 II hereof.

ARTICLE IV

Prohibited Acts

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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE V

Duration of the Corporation

Existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII

Compliance With Private Foundation Rules

In the event the Corporation is determined by the Internal Revenue Service to be a private foundation, as defined in Section 509 of the Code, the Corporation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code, and (vi) shall exercise expenditure

responsibility, in accordance with Section 4942(h) of the Code, over all grants made to organizations other than organizations described in paragraphs (1), (2), or (3) of Sections 509(a) of the Code or to organizations that are exempt operating foundations, as defined in Section 4940(d)(2) of the Code. All references to the Code shall include the corresponding provisions of any future federal tax laws.

ARTICLE VIII

Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE IX

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the registered office shall be Corporation Service Company.

ARTICLE X

Initial Board of Directors

The initial Board of Directors shall consist of five (5) persons. At no time will the Board of Directors consist of less than three (3) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of directors are:

<u>Name</u>	<u>Address</u>
David H. Hughes	20 North Orange Avenue, Suite 200 Orlando, Florida 32801
A. Stewart Hall, Jr.	20 North Orange Avenue, Suite 200 Orlando, Florida 32801
J. Stephen Zepf	20 North Orange Avenue, Suite 200 Orlando, Florida 32801
Benjamin P. Butterfield	20 North Orange Avenue, Suite 200 Orlando, Florida 32801

Sidney J. Strickland, Jr.

20 North Orange Avenue, Suite 200
Orlando, Florida 32801

ARTICLE XI

Election of Directors

The Board of Directors shall be elected at the organizational meeting of directors and at each annual meeting thereafter, in the manner set forth in the Bylaws.

ARTICLE XII

Initial Member

The initial member of the Corporation shall be Hughes Supply, Inc. whose address is 20 North Orange Avenue, Suite 200, Orlando, Florida 32801.

ARTICLE XIII

Incorporator

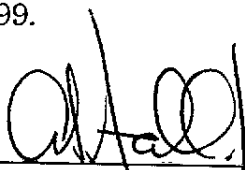
The incorporator of the Corporation is A. Stewart Hall, Jr., 20 North Orange Avenue, Suite 200, Orlando, Florida 32801.

ARTICLE XIV

Amendment

Amendments to the Articles of Incorporation of the Corporation shall be adopted by the Board of Directors of the Corporation by a majority of the Board of Directors at a meeting called for that purpose.

Executed this 5th day of October, 1999.



A. Stewart Hall, Jr.
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been appointed to serve as registered agent of HUGHES SUPPLY FOUNDATION, INC., in its registered office located at 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts such appointment and agrees to serve as registered agent in this Corporation's registered office.

Executed this 6th day of October, 1999.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Name Printed: _____
Registered Agent

**Deborah D. Skipper
as its agent**

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FILED
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DIVISION OF CORPORATIONS
99 OCT -6 AM 10:05