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FLORIDA NON-PROFIT CORPORATION

The Alpha Community Foundation, Inc.

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ARTICLES  
OF INCORPORATION  
OF  
THE ALPHA COMMUNITY FOUNDATION, INC.  
  
A NONPROFIT CORPORATION

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act") as follows:

ARTICLE I  
NAME

The name of the Corporation is THE ALPHA COMMUNITY FOUNDATION, INC.

ARTICLE II  
TERM OF EXISTENCE AND DURATION

The date when corporate existence will commence is upon the filing of these Articles of Incorporation in accordance with Section 617.0203 of the Act. The Corporation will have perpetual existence thereafter.

ARTICLE III  
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution, the Corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, qualify both as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Code"), and as an organization or organizations contributions to which are deductible under Section 170(c)(2) of the Code; provided, that if the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, in the event of dissolution or upon the

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100 S. Ashley Drive, # 1770  
Tampa, Florida 33602  
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termination of status of the Corporation as a private foundation pursuant to Section 507(b)(1)(A) of the Code, the net assets of the Corporation shall be distributed to an organization or organizations described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)) each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months.

#### ARTICLE IV PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 100 S. Ashley Drive, #1770, Tampa, Florida 33602.

#### ARTICLE V PURPOSES

This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, scientific, literary, educational or other charitable purposes as described in Section 501(c)(3) of the Code, including for such purpose, the making of distributions to other organizations, selected by the Directors of the Corporation, which qualify as tax-exempt organizations under the Code, or by contributions to organizations which do not so qualify provided that such contributions are used for specific projects in furtherance of the Corporation's own exempt purposes and the Corporation retains control and discretion as to the use of such contributions.

#### ARTICLE VI LIMITATION ON ACTIVITIES

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its directors, officers, trustees or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt purposes. 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 be empowered to make the election authorized under Section 501(h) of the Code. 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. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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This Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon by the laws of Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code, as amended heretofore or hereafter,

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code.

(c) This Corporation shall distribute its income for each taxable 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.

(d) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code.

The Corporation shall be deemed to accept all gifts, grants and contributions on the condition that in the event it is finally judicially determined that the Corporation is not described in Sections 501(c)(3) and 170(c)(2) of the Code and exempt from tax under Section 501(a) of the Code, the Corporation shall be deemed to have held and continue to hold such gifts, grants and contributions from the date or dates of receipt thereof, and all income thereon and proceeds thereof, in trust for such organizations or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code as the Board of Directors of the Corporation in its sole discretion shall select; provided, that in no event shall any gift, grant or contribution be refunded in whole or in part to any donor or contributor after acceptance thereof by the Corporation except as to any unused portion thereof which is required to be so refunded as an express condition of such gift, grant or contribution.

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**ARTICLE VII**  
**DIRECTORS**

The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all debts and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida. The number of directors shall not be less than three (3), but the number may be increased or decreased from time to time in the manner provided by the bylaws, provided such number is never less than three (3). The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

**ARTICLE VIII**  
**MEMBERS**

The Corporation shall have no members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 100 S. Ashley Drive, Suite 1770, Tampa, Florida 33602, and the name of the initial registered agent of this Corporation at that address is Brett Hendee, Esquire.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator signing these Articles are:

<u>Name</u>	<u>Address</u>
Brett Hendee, Esquire	100 S. Ashley Drive, Suite 1770, Tampa, Florida 33602

**ARTICLE XI**  
**BYLAWS**

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors, The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at

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a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE XII  
INDEMNIFICATION

The Corporation will indemnify any Director or officer, or any former Director or officer, to the fullest extent permitted by law.

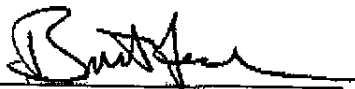
ARTICLE XIII  
REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XIV  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8<sup>th</sup> day of December, 1999.

  
Brett Hendee, Incorporator

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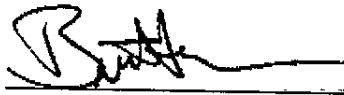
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, THE ALPHA COMMUNITY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Brett Hendee, Esquire, located at 100 S. Ashley Drive, Suite 1770, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

Having been named as registered agent, the undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



Brett Hendee  
Brett Hendee, P.A.  
100 S. Ashley Drive  
Suite 1770  
Tampa, Florida 33602

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