



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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CUSTOMER: Andrea M. Turnbull, Legal Asst
WILDER & BERKSON
WILDER & BERKSON
1132 Symonds Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: GRACIA B. LIVINGSTON 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: JW 12/27/95

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GRACIA B. LIVINGSTON FOUNDATION, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

Name. The name of this corporation (the "Corporation") shall be GRACIA B. LIVINGSTON FOUNDATION, INC.

**ARTICLE II**

Commencement of Corporate Existence. This Corporation shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

Initial Principal Office. The initial principal office and the mailing address of the Corporation shall be: 800 N. Magnolia Avenue, Suite 900, Orlando, FL 32803 .

**ARTICLE IV**

Purposes. This Corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"). The Corporation may initiate, carry on, and otherwise provide direct support only for programs that have charitable, religious, scientific, literary, and educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such

purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code.

## ARTICLE V

Powers. The Corporation shall have and may exercise all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights, and powers created, given, extended or conferred now or hereafter on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, except as restricted by Article XI herein. Without limiting the generality of the foregoing, the Corporation is empowered:

Section 1. to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;

Section 2. to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;

Section 3. to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

Section 4. to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and

Section 5. to do and perform all acts reasonable necessary to accomplish its purposes set forth in Article IV hereof.

## ARTICLE VI

Management. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the By-Laws of the Corporation. The number, as well as the manner of election or appointment, of the directors of the Corporation shall be specified, from time to time, by the By-Laws without amendment of these Articles of Incorporation. Provided, however, that the number of directors shall never be less than three (3). The voting and other rights of the members of the Board of

Directors shall be as provided in the By-laws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

## ARTICLE VII

Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of five (5) directors. The names and street addresses of the initial directors of this Corporation are:

GRACIA B. LIVINGSTON  
1125 Country Club Drive  
Orlando, FL 32804

LEWIS B. ZOLLER  
6524 Landings Drive  
Orlando, FL 32812

M. FAYE WAUGH  
930 Golfside Drive  
Winter Park, FL 32792

C. CHRISTINE DAVID  
4675 Chuluota Road  
Orlando, FL 32820

CHARLES D. WILDER  
4574 Sailbreeze Court  
Orlando, FL 32810-1924

## ARTICLE VIII

Members. The Corporation shall not have members.

## ARTICLE IX

By-laws. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors.

## ARTICLE X

Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

## ARTICLE XI

### Restrictions and Interpretation.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 IV hereof.

Section 2. No 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 or engage in political activities of any kind.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on

a. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or

b. by a corporation, contributions to which are deductible under Section 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code.

Section 4. Subject to the restrictions of the previous paragraph, the Board of Directors shall only distribute income of this Corporation in such manner and at such time as not to subject the Corporation to taxation under the provisions of Section 4942 of the Code.

Section 5. The Corporation shall not:

- a. engage in any act of self-dealing, as such term is defined in section 4941(d) of the Code;
- b. retain any excess business holdings, as such term is defined in section 4943(c) of the Code;
- c. make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or
- d. make any taxable expenditures, as such term is defined in section 4945(d) of the Code.

Section 6. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

## ARTICLE XII

Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the exempt purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes, or shall distribute all of the assets of the Corporation 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 the Circuit Court 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 said court shall determine, which are organized and operated exclusively for one or more of the exempt purposes of the Corporation.

## ARTICLE XIII

Initial Registered Office and Agent. The initial registered office of this Corporation shall be located at 1132 Symonds Avenue, Winter Park, FL 32789, and the initial registered agent of the Corporation at that address shall be CHARLES D. WILDER. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE XIV

Incorporator(s). The name and street address of the person(s) signing these Articles of Incorporation as incorporator(s) is/are:

GRACIA B. LIVINGSTON  
1125 Country Club Drive  
Orlando, FL 32804

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 28<sup>th</sup> day of December, 1999.

Gracia B. Livingston  
GRACIA B. LIVINGSTON, Incorporator

STATE OF FLORIDA

COUNTY OF Orange

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GRACIA B. LIVINGSTON known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me having executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28 day of December, 1999.

Andrea M. Turnbull  
Notary Public  
My Commission Expires:

(NOTARY SEAL)



ANDREA M TURNBULL  
My Commission 00550239  
Expires Apr. 24, 2009

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:


GRACIA B. LIVINGSTON FOUNDATION, INC. (the "Corporation") desiring to organize as a domestic not for profit corporation and qualify under the laws of the State of Florida has named and designated, CHARLES D. WILDER as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1132 Symonds Avenue, Winter Park, FL 32789.

  
GRACIA B. LIVINGSTON, Incorporator

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 and 617.003, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22 day of December, 1999

  
CHARLES D. WILDER, Registered Agent