

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

L06000055641

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000145496 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850)432-2451
Fax Number : (850)469-3331

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY 30 PM 12:40

GBL
12609-49083

FLORIDA/FOREIGN LIMITED LIABILITY CO.

United Way of Escambia County Foundation, LLC

RECEIVED
06 MAY 30 PM 12:26
DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

MAY-30-2006 TUE 10:00 AM Beggs And Lane

FAX NO. 8504693331

P. 02

(((H06000145496 3)))

ARTICLES OF ORGANIZATION OF
UNITED WAY OF ESCAMBIA COUNTY FOUNDATION, LLC

The undersigned, organizer to these Articles of Organization, being a natural person competent to contract, does hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME AND LOCATION

The name of the company shall be United Way of Escambia County Foundation, LLC. The principal office of the company shall be located at 1301 West Government Street, Pensacola, Florida, or such other place as may from time to time be designated by the Managers.

ARTICLE II. PURPOSES

The company is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. In furtherance of such purpose, the company may:

(a) Promote and support, by donation, loan, investment or disposition of funds the use and benefit and in furtherance of the interests, purposes and missions of United Way of Escambia County, Inc., during such period as United Way of Escambia County, Inc., shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) Raise funds for any or all of the organizations that further the purposes and missions of United Way of Escambia County, Inc. from the public and from all other sources available; and receive, maintain and administer such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the corporation's property.

(d) Do and perform all acts reasonable necessary to accomplish the purposes of the corporation.

(e) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, except that the corporation may not create or acquire wholly owned or controlled subsidiary corporations without the express approval of the sole corporate member.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these provisions.

(((H06000145496 3)))

2006 MAY 30 12:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

((H06000145496 3))

(g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code in the course of which operation:

- (i) No part of the net earnings of the company shall inure to the benefit of, or be distributable to, its members, managers, officers, or other persons, except that the company 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 herein.
- (ii) No substantial part of the activities of the company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the company 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 except as authorized under the Internal Revenue Code.
- (iii) Notwithstanding any other provisions of these Articles, the company shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY 30 PM 12:40

ARTICLE III. SOLE MEMBER/ ORGANIZER

The company shall have a sole member, namely United Way of Escambia County, Inc., a Florida not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code. The sole member shall have such rights and powers provided voting members from time to time by the Florida Limited Liability Company Act and such duties and responsibilities as are provided in the operating agreement of the company.

Gary B. Leuchtman, whose address is 501 Commendancia Street, Pensacola, Florida 32502 is the organizer of the company.

ARTICLE IV. TERM

The company shall have perpetual existence.

ARTICLE V. OFFICERS

The affairs of the company shall be managed by a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as shall be designated by the Managers. Officers

((H06000145496 3))

((H06000145496 3)))

shall be elected at the annual meeting or at such times as vacancies shall occur.

ARTICLE VI. PRESENT OFFICERS

The present officers of the company, who shall serve until the first election hereunder, are as follows:

Chairperson:	Gary B. Leuchtman
Vice Chairperson:	Suzanne Kahn
Secretary/Treasurer:	Jean Norman

ARTICLE VII. MANAGERS

The Managers of the company shall consist of not less than seven (7) nor more than fifteen (15) persons, who shall be elected by the sole member. The initial Managers of the company, who shall serve until new Managers are elected by the sole member, shall consist of the following persons:

<u>Terms expire March 2007</u>	<u>Terms expire March 2008</u>	<u>Terms expire March 2009</u>
Jean Norman Steve Timberlake	Gary B. Leuchtman Mary Ellen Spears John Appleyard	Suzanne Kahn Flack Logan Martha Ann Hunter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY 30 PM 12:40

ARTICLE VIII. OPERATING AGREEMENT

The operating agreement of the company may be made, altered or rescinded by the affirmative vote of two-thirds (2/3) of the Members present at any meeting of the Managers of the company at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such action before it may become effective.

ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these articles of organization may be proposed by the sole member or one or more of the Managers, and shall be adopted by the affirmative vote of two-thirds (2/3) of the Managers present at any meeting of the Managers of the company at which a quorum is present, provided that a brief description of the proposed amendment (s) shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such amendment (s) before the same may become effective.

((H06000145496 3)))

((H06000145496 3))

ARTICLE X. DISSOLUTION

In the event of the dissolution of the company, the Managers of the company, after paying or making provision for the payment of all of the liabilities of the company, shall dispose of all of the assets of the company to Untied Way of Escambia County, Inc., if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, otherwise in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children of the general area of Escambia County, Florida, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Managers of the company shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the company 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 such purpose.

IN WITNESS WHEREOF, the undersigned, as authorized representative, has executed the foregoing Articles of Organization on this 26th day of May, 2006.

ATTEST:

Deena L. Williams

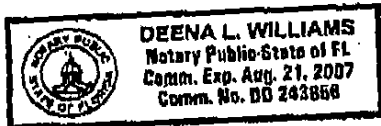
UNITED WAY OF ESCAMBIA COUNTY FOUNDATION, LLC

BY: *[Signature]*
Its Organizer

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, duly commissioned, qualified and acting as Notary Public, in and for said State and County, personally appeared Gary B. Leuchman, known to me to be the individual described by said name who executed the foregoing instrument, and to be the organizer and the Chairperson of United Way of Escambia County Foundation, LLC, a Florida limited liability company, and acknowledged and declared that he as organizer and Chairperson of said company, and being duly authorized by it, signed his name and affixed his seal to and executed the said instrument for it and as its act and deed.

GIVEN under my hand and official seal this 26th day of May, 2006.



Deena L. Williams
Notary Public
My commission expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY 30 PM 12:40

((H06000145496 3))

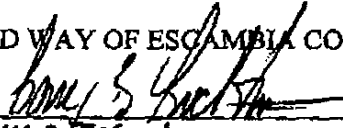
((H06000145496 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

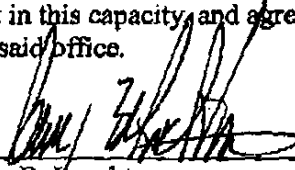
United Way of Escambia County Foundation, LLC, a Florida limited liability company organized on May 26, 2006, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at 1301 West Government Street, Pensacola, Florida, has named Gary B. Leuchtman, located at 501 Commendancia Street, Pensacola, Florida, as its registered agent to accept service of process within this state.

UNITED WAY OF ESCAMBIA COUNTY FOUNDATION, LLC

By: 
Its: CHAIRPERSON

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Gary B. Leuchtman
Registered Agent.

2006 MAY 30 PM 12:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

((H06000145496 3)))