

**KRAIG H. KOACH, P.A.**

ATTORNEY AT LAW  
1800 SECOND STREET  
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August 6, 1999

N00000004051

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-08/11/99--01083--016  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation of The Floyd C. Johnson Foundation, Inc.**

Gentlemen:

We are enclosing our check in the amount of \$122.50 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	35.00
Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
<b>Total</b>	<b>\$122.50</b>

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the Articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,

*Kraig H. Koach*

Kraig H. Koach

KHK/lt  
Encls.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TS 8/16/99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 20, 2000

KRAIG H KOACH, P.A.  
1800 SECOND STREET, STE 803  
SARASOTA, FL 34236

SUBJECT: THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION,  
INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P99000072889) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N00000004051 with the original file date of August 11, 1999.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Kimberly Rolfe  
Corporate Specialist Supervisor  
New Filings Section

Letter number: 300A00035050

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION, INC.**  
**A NON PROFIT CORPORATION**

We, the undersigned, being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

**ARTICLE I**

The name of the corporation shall be **THE FLOYD C. JOHNSON FOUNDATION, INC.** The principal place of business of this corporation shall be Building R, 3900 Clark Road, Sarasota, Florida 34233.

**ARTICLE II**

(A) The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all charitable organizations and institutions,

and to do all things that may be necessary and useful in the accomplishment of the charitable purposes herein above set forth.

(B) All the assets and earnings shall be used exclusively for the charitable purposes herein above set out, including the payment of expenses incidental thereto.

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 Section 501(c)(3) 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 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.

In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended, or shall be distributed 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 a Court of competent jurisdiction 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 such purposes.

(C) Notwithstanding any other provisions of these articles:

1. This 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 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 (or corresponding section of any future Federal tax code).

2. The Corporation 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

5. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

### **ARTICLE III**

The membership of this corporation shall concentrate all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the directors of the corporation.

### **ARTICLE IV**

The name and street address of the incorporator to these Articles of Incorporation is:

**FLOYD C. JOHNSON  
30 Mira Mar Court  
Sarasota, Florida 34236**

### **ARTICLE V**

This Corporation is to exist perpetually.

### **ARTICLE VI**

The business of this Corporation shall be managed by the Board of Directors. This Corporation shall have three directors initially. The number of directors may be increased from time to time in accordance with the By-Laws, but shall never be less than three. The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year are:

- 1. FLOYD C. JOHNSON**
- 2. CHARLOTTE S. (FLO) JOHNSON**
- 3. DUANE C. MAGNUSON**

## **ARTICLE VII**

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation are:

**FLOYD C. JOHNSON, President**

**DUANE C. MAGNUSON, Secretary**

**FREDERICK C. SCHNEIDER, Treasurer**

## **ARTICLE VIII**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

## **ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

## **ARTICLE X**

The street address of the initial registered office of this Corporation shall be 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial registered agent of the Corporation at that address is Kraig H. Koach.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal on this 6

August, 1999.

By *Floyd C. Johnson*  
FLOYD C. JOHNSON, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6 day of August, 1999, by the party hereto, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did take an oath.

*Kraig H. Koach*  
Notary Public

**ACKNOWLEDGMENT OF REGISTERED AGENT:**

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

*Kraig H. Koach*  
KRAIG H. KOACH  
Registered Agent



KRAIG H. KOACH  
My Commission CC57487  
Expires May 27, 2000

99 AUG 11 PM 2:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA