

No 2000001149

LAW OFFICES OF
BAKER AND MERCER

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

EFFECTIVE DATE
2-5-02

FILED
02 FEB 12 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
850-526-3633

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

DOUGLAS WADE MERCER, ESQ.

TELECOPIER
850-526-2714

February 7, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400004911744--9
-02/12/02--01052--023
*****78.50 *****78.50

RE: HISTORIC RUSS HOUSE FOUNDATION, INC.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, the original and one copy of the Articles of Incorporation of Historic Russ House Foundation, Inc. Please file the Articles and return a copy to me in the enclosed self-addressed stamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

Sheryl Brannan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art 115 + Cover Letter
DATE 2/15/02
DOC. EXAM. *Deix Brown*

DB 2/15

EFFECTIVE DATE

2-5-08

FILED
02 FEB 12 PM 2:51
RECORDS & CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HISTORIC RUSS HOUSE FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: Historic Russ House Foundation, Inc.

**ARTICLE 2
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to be able to receive tax-free contributions/donations which will be used for the Russ House and grounds. (Repairs, maintenance, upkeep, etc.- cash and /or in-kind).

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the initial Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Bill McQuagge, P.O. Box 130, Marianna, FL 32447,
Frank A. Baker, 4431 Lafayette Street, Marianna, FL 32446
James W. Hart, 7371 Cox Road, Bascom, FL 32423
Robby Roberts, P.O. Box 246, Marianna, FL 32447
Ken Griffin, 4636 Hwy 90 E. Suite E, Marianna, FL 32446
Tom Sanson, 3284 Caverns Road, Marianna, FL 32446
Phil Rotolo, P.O. Box 974, Marianna, FL 32447.

ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4318 Lafayette Street, Marianna, FL, 32446 and the name of its initial Registered Agent at that address is Bill McQuagge. The initial mailing address of the Corporation is P.O. Box 130, Marianna, FL 32447-0130. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

**ARTICLE 8
INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The numbers of Trustees constituting the initial Board of Trustees is seven. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name and Address

Bill McQuagge	P.O. Box 130, Marianna, FL 32447
Frank A. Baker	4431 Lafayette Street, Marianna, FL 32447
James W. Hart	7371 Cox Road, Bascom, FL 32423
Robby Roberts	P.O. Box 246, Marianna, FL 32447
Ken Griffin	4636 Hwy 90 E. Suite E., Marianna, FL 32446
Tom Sanson	3284 Caverns Road, Marianna, FL 32446
Phil Rotolo	P.O. Box 974, Marianna, FL 32447

**ARTICLES 9
OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name and Address</u>	<u>Title</u>
Bill McQuagge P.O. Box 130, Marianna, FL 32447	President
Frank A. Baker 4431 Lafayette Street, Marianna, FL 32446	Secretary-Treasurer
James W. Hart 7371 Cox Road, Bascom, FL 32423	Chairman
Robby Roberts P.O. Box 246, Marianna, FL 32447	Vice Chairman

**ARTICLE 10
INCORPORATORS**

The name and address of each Incorporator is as follows:

Bill McQuagge	P.O. Box 130, Marianna, FL 32447
---------------	----------------------------------

**ARTICLE 11
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE 12
TURNOVER OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

**ARTICLE 13
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

**ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence February 5, 2002.

**ARTICLE 16
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

FILED
02 FEB 12 PM 2:51
TALLAHASSEE
STATE
FLORIDA

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this January 30, 2002.

Bill McQuagge
Bill McQuagge, Incorporator and Resident Agent

State of Florida
County of Jackson:

30, THE FOREGOING INSTRUMENT was acknowledged before me this January 30, 2002, by Bill McQuagge as Incorporator and Resident Agent, who is personally known to me or who have produced _____ as identification and who did take an oath.

Sheryl L. Branning
Notary Public
My Commission Expires:

ms/russhous.art



"OFFICIAL SEAL"
Sheryl L. Branning
My Commission Expires 11/7/03
Commission # CC 883816