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FLORIDA PROFIT/NON PROFIT CORPORATION**Elizabeth Brown Foundation, Inc.**

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
ELIZABETH BROWN FOUNDATION, INC.**

ARTICLE I. - NAME

The name of the corporation shall be the ELIZABETH BROWN FOUNDATION, INC. (the "Corporation").

ARTICLE II. - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes (the "Act").

ARTICLE III. - GENERAL AND SPECIFIC PURPOSES; PROHIBITED ACTIVITIES

Section 1. General and Specific Purposes. The Corporation, in general, is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the objects and purposes of the Corporation shall, in general scope, be as follows:

- (A) To aid and assist in charitable and educational activities for the moral, mental, intellectual, and physical development of young men and women of this country.
- (B) To aid and assist in charitable and welfare activities for the maintenance and care of animals.
- (C) To aid and assist in charitable activities for preservation of and maintenance of public parks.
- (D) To aid and assist in charitable activities which are devoted to conservancy, preserving, and maintaining this country's natural resources and habitat.
- (E) To aid and assist in charitable activities which are devoted to the arts, whether it be in the fields of music, art, drama, dance, or literature.

The Corporation shall hold its assets for investment and to distribute at a minimum the income therefrom to carry out the above identified specific charitable purposes exclusively to one or multiple charitable organizations that qualify as a public charity within the meaning of Section 501(c)(3) and Section 509(a)(1), (2), or (3) of the Code.

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Further, the Corporation is organized and operated to receive and administer funds for such charitable and educational purposes by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c)(3) and Section 509(a)(1), (2), or (3) of the Code, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Act for religious, educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

Section 2. Prohibited Activities. The Corporation shall not attempt to influence legislation by propaganda or otherwise; nor shall it directly or indirectly participate in, or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation may not (i) engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code; (ii) retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code; (iii) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (iv) make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed in Section 4945(a) of the Code. Further, the Corporation shall distribute for its exempt purpose, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

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ARTICLE IV. - TERM

The Corporation shall have a perpetual existence.

ARTICLE V. - NON-MEMBERSHIP CORPORATION

The Corporation shall not have any members.

ARTICLE VI. - INCORPORATORS

The name and address of the incorporator of the Corporation are as follows:

BRANT, ABRAHAM, REITER, MCCORMICK & JOHNSON, P.A.
50 N. Laura Street, Suite 2750
Jacksonville, Florida 32202

ARTICLE VII. - LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT

Section 1. The County in the State of Florida where the principal office for the transaction of the business of the Corporation is to be located is the County of Duval. The street address of the initial principal office of the Corporation is 505 Lancaster Street, Unit 16 A, Jacksonville, Florida 32204. The mailing address of the initial principal office of the Corporation is 505 Lancaster Street, Unit 16 A, Jacksonville, Florida 32204.

Section 2. The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are BRANT, ABRAHAM, REITER, MCCORMICK & JOHNSON, P.A., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

ARTICLE VIII. - MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall be no fewer than three (3) persons and no more than seven (7) persons; provided, however, that such number may be changed (but not less than three (3)) by a bylaw duly adopted by the directors. The method of election of the members of the board of directors shall be stated in the bylaws of the Corporation.

The directors named herein as the first board of directors shall hold office as set forth in the bylaws of the Corporation. The names of such initial members of the board of directors shall be as follows:

1. Mattox S. Hair;
2. Suzanne L. Fields; and
3. Archibald James Freels, Jr.

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Section 2. Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of the Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors.

ARTICLE IX. - BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Act, bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE X. - DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE XI. - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XII. - STOCK

This Corporation shall not have any power to issue certificates of stock or declare dividends.

ARTICLE XIII. - AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be adopted by the majority vote of the board of directors at a regular or special meeting called for said purpose or by following the procedures set forth therefor in the bylaws.

I, the undersigned, being the incorporator of the Corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on February 27, 2015.

BRANT, ABRAHAM, REITER,
MCCORMICK & JOHNSON, P.A.

By: 
Thomas M. Reiter
Its: Vice-President

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of February, 2015, by Thomas M. Reiter, a vice president of Brant, Abraham, Reiter, McCormick & Johnson, P.A., who ☒ is personally known to me or who ☐ has produced _____ as identification.

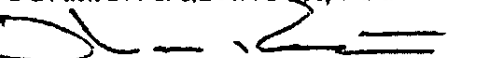

Print Name: JANET L. MARSHALL
Notary Public - State of Florida at Large



REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for the ELIZABETH BROWN FOUNDATION, INC. a Florida not for profit Corporation, in accordance with Florida Statutes, Section 617.0501, as may be amended from time to time.

BRANT, ABRAHAM, REITER,
MCCORMICK & JOHNSON, P.A.

By: 
Thomas M. Reiter
Its: Vice President

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