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FILED
2015 AUG 27 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan AUG 27 2015

SUTHERLAND

LARRY J. WHITE
DIRECT DIAL: 404.853.8155
E-mail: larry.white@sutherland.com

SUTHERLAND ASBILL & BRENNAN LLP
999 Peachtree Street, NE, Suite 2300
Atlanta, GA 30309-3996
404.853.8000 Fax 404.853.8806
www.sutherland.com

July 28, 2015

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

RECEIVED AUG 10 2015

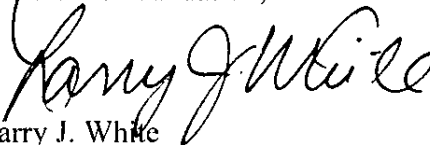
The application of Felburn Foundation, a Virginia not-for-profit corporation, for authorization to conduct affairs in Florida is enclosed. The Felburn Foundation is an exclusively charitable grant-making foundation, classified as a "private foundation" for federal tax purposes. It does not solicit contributions, but manages its investment assets and makes grants to public charities, including public charities operating in the State of Florida.

Because the Felburn Foundation is not engaged in "business" activity, its officers and directors had not previously realized that it is required to register in Florida for authorization to conduct activities in Florida. Having become aware of these requirements, the Felburn Foundation wishes to comply fully with any such obligations it may have.

Given this good faith misunderstanding which the Foundation is voluntarily undertaking to correct, and given the exclusively charitable nature of the Felburn Foundation's activities, which benefit Florida, the Felburn Foundation respectfully requests that the Secretary of State's office exercise its discretion so as to apply the minimum of \$500 per year for the statutory civil penalty imposed by section 617.1502(4) of the Florida Statutes. We calculate the amount imposed under those provisions to be \$3,937.50, representing the original filing fee of \$70.00 in 2009, annual report fee of \$61.25 for each year that would have been due since 2009 (\$367.50), and \$500 per year civil penalty (\$3,500.00). A check in that amount is enclosed.

Thank you in advance for your thoughtful consideration.

Respectfully submitted on behalf
of Felburn Foundation,


Larry J. White

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Felburn Foundation, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Larry J. White

(Name of Person)

Sutherland Asbill & Brennan LLP

(Firm/Company)

Suite 2300

999 Peachtree Street, N.E.

(Address)

Atlanta, GA 30309

(City/State and Zip Code)

For further information concerning this matter, please call:

Larry J. White

(Name of Person)

at (404) 853-8155

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
15 AUG 27 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 13, 2015

LARRY J. WHITE
SUTHERLAND ASBILL & BRENNAN LLP
999 PEACHTREE STREET, N.E. SUITE 2300
ATLANTA, GA 30309

SUBJECT: FELBURN FOUNDATION, INC.
Ref. Number: W15000054473

We have received your document for FELBURN FOUNDATION, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$867.50. Returning check for \$3,937.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 315A00017095

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS
IN THE STATE OF FLORIDA:*

1. Felburn Foundation, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Virginia 3. 51-0234331
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 3, 1978 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 23, 2009
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1515 E. Silver Springs Blvd., Suite 1188, Ocala, FL 34470
(Principal office address)

1515 E. Silver Springs Blvd., Suite 1188, Ocala, FL 34470
(Current mailing address)

8. Charitable grant-making (See attached Articles of Incorporation)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Guy B. Marwick

Office Address: 1515 E. Silver Springs Blvd., Suite 1188

Ocala, Florida 34470
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Guy Marwick
(Registered Agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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2015 AUG 27 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Larry J. White

Address: Suite 2300, 999 Peachtree Street, N.E.

Atlanta, GA 30309-3996

Vice Chairman: _____

Address: _____

Director: Guy B. Marwick

Address: 1515 E. Silver Springs Blvd., Suite 1188

Ocala, FL 34470

Director: Benjamin Kemp Floyd, Jr.

Address: 4647 Main Street, P.O. Box 638

Loris, SC 29569-0638

B. OFFICERS

President: Larry J. White

Address: Suite 2300, 999 Peachtree Street, N.E.

Atlanta, GA 30309-3996

Vice President: Benjamin Kemp Floyd, Jr.

Address: 4647 Main Street, P.O. Box 638

Loris, SC 29569-0638

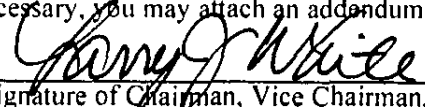
Secretary: Guy B. Marwick

Address: 1515 E. Silver Springs Blvd., Suite 1188, Ocala, FL 34470

Treasurer: Guy B. Marwick

Address: 1515 E. Silver Springs, Blvd., Suite 1188, Ocala, FL 34470

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry J. White, President
(Typed or printed name and capacity of person signing application)

FILED
2016 AUG 27 PM 4:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FELBURN FOUNDATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is FELBURN FOUNDATION.

(b) The purpose or purposes for which the corporation is organized are:

To receive, establish and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes, either directly, or by contributions to one or more corporations, trusts, community chests, funds or foundations, or other organizations created or organized and operated exclusively for charitable, scientific, literary or educational purposes.

To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects or purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of Virginia upon corporations formed under the Virginia Nonstock Corporation Act, subject to the limitation that any and all such powers shall be exercised exclusively in furtherance of its charitable, scientific, literary or educational purposes.

The corporation is created, organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes and the foregoing purposes and powers are each and all subject to the limitation that no part of its net earnings shall inure to the benefit of any private individual, association or corporation, except that reasonable compensation may be paid for services actually rendered to or for the corporation in the administration and furtherance of its charitable,

scientific, literary or educational purposes; that no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and that no donation, gift, or contribution of any property of the corporation or the income therefrom shall be made to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, or intervening in any political campaign on behalf of any candidate for public office.

The corporation shall distribute its income and, if necessary, principal, for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954, and the corporation shall not engage in any act of self-dealing (as defined in Section 4941 of the Internal Revenue Code of 1954), retain any excess business holdings (as defined in Section 4943 of the Internal Revenue Code of 1954), make any investments in such manner as to give rise to liability for the tax imposed by Section 4944 of the Internal Revenue Code of 1954 or make any taxable expenditures (as defined in Section 4945 of the Internal Revenue Code of 1954). Each reference in this paragraph to a section of the Internal Revenue Code shall include future amendments to such Code sections and to corresponding provisions of future Internal Revenue laws.

(c) The corporation shall have no members.

(d) Any director of the corporation shall continue to hold office until his death, resignation or removal by the Board of Directors. Any director or officer of the corporation may be removed from office at any time, with or without cause by the

Board of Directors. Successor director or directors shall be elected by a majority vote of the remaining directors (or shall be elected by the sole remaining director if there is only one director remaining).

(e) The following provisions for the regulation of the internal affairs of the corporation, including the following provisions for the distribution of assets on dissolution, shall govern:

Upon any dissolution, distribution or winding up of the affairs of the corporation, whether voluntary or involuntary, the property remaining after all corporate debts or other proper charges have been paid or provided for, shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to one or more corporations, funds, or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in, any political campaign on behalf of any candidate for public office.

(f) The post-office address of the initial registered office is Suite 730, 2341 Jefferson Davis Highway, Arlington, Virginia 22202. The name of the county in which the initial registered office is located is Arlington County, Virginia. The name of the corporation's initial registered agent is Don H. Norman who is a resident of Virginia and an officer or director of the corporation and whose business office is the same as the registered office of the corporation.

(g) The number of directors constituting the initial board of directors is three and they shall hold office until their respective successors are appointed. The names and addresses of the persons who are to serve as the initial directors are:

Don H. Norman
Suite 730
2341 Jefferson Davis Highway
Arlington, Virginia 22202

E. Wayne Thompson
5136-7 Truemper Way
Fort Wayne, Indiana 46815

Norman Holbrow
Bank of Bermuda
Hamilton, Bermuda

Dated February 27, 1978

E. Michael Paturis
E. Michael Paturis

John E. Boice, Jr.
John E. Boice, Jr.

David S. Klontz
David S. Klontz

DISTRICT OF COLUMBIA) ss.:

I, HARRIETLE MORGAN, a notary public in and for the District of Columbia aforesaid, do certify that E. Michael Paturis, John E. Boice, Jr. and David S. Klontz, whose names are signed to the foregoing articles of incorporation, bearing date on the 27th day of February, 1978, have acknowledged the same before me in the District of Columbia.

My term of office expires on the 30TH day of
November, 1982.

Given under my hand this 27th day of February,

1978,

My Commission Expires November 30, 1982

Harriet E. Morgan
Notary Public, D.C.

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That FELBURN FOUNDATION is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is March 3, 1978;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:
July 28, 2015

Joel H. Peck
Joel H. Peck, Clerk of the Commission