

# N00000004079

STATE OF FLORIDA  
 Requester's Name  
 215 S. MONROE/SUITE 601  
 Address  
 TALLAHASSEE 32301 222-2300  
 City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. BURNHAM FAMILY FOUNDATION, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in    
 ☒ Pick up time 3:00  
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☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
 00 JUN 21 AM 11:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**RECEIVED**  
 00 JUN 21 AM 10:35  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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IF YOU HAVE ANY QUESTIONS  
 REGARDING FILING PLEASE  
 CONTACT ELIZABETH AT: 222-2300.  
 THANK YOU.

Examiner's Initials	
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE BURNHAM FAMILY FOUNDATION, INC.**  
**(A Florida Corporation Not For Profit )**

00 JUN 21 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**Name**

The name of this corporation shall be THE BURNHAM FAMILY FOUNDATION, INC.  
(hereinafter, the "Corporation").

**ARTICLE II**

**Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**Initial Principal Office and Mailing Address**

The street address of the initial principal office and the mailing address of the Corporation shall be:

THE BURNHAM FAMILY FOUNDATION, INC.  
c/o Carl E. Westman, Esq.  
Steel Hector & Davis  
5551 Ridgewood Drive, Suite 101  
Naples, FL 34108

**ARTICLE IV**

**Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

## **ARTICLE V**

### **Purposes**

The Corporation is a not for profit corporation which is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax laws. The Corporation may initiate, carry on and otherwise provide direct support for only programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under section 501(c)(3) of the Code, or corresponding provision of any future federal tax laws.

## **ARTICLE VI**

### **Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all the purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of the purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish the purposes set forth in Article V hereof.

## **ARTICLE VII**

### **Membership**

The Corporation shall have no members.

## **ARTICLE VIII**

### **Management**

All power and authority of the Corporation shall be invested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of members of the Board of Directors of the Corporation shall not be fewer than three (3) persons. The number and method of election of members of the Board of Directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

## **ARTICLE IX**

### **Initial Board of Directors**

The number constituting the initial Board of Directors of the Corporation is six (6) persons. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation are as follows:

John A. Burnham, Jr.  
1120 Spyglass Lane  
Naples, FL 34102

Helen L. Burnham  
1120 Spyglass Lane  
Naples, FL 34102

Janice A. Robinson  
HC74, Box 1092  
Machiasport, ME 04655

Paul A. Burnham  
2995 Payton Road S.E.  
Elizabeth, IN 47117

Edward DenDooven  
U.S. Trust Company  
765 Seagate Drive  
Naples, FL 34108

Carl E. Westman, Esq.  
Steel Hector & Davis  
5551 Ridgewood Drive, Suite 101  
Naples, FL 34108

## **ARTICLE X**

### **Bylaws**

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, or repealed, and new bylaws may be adopted only as provided in the bylaws, or, in the absence of any provision for amendment in the bylaws in effect at any time, only by majority vote of all votes cast at a meeting of the Board of Directors of the Corporation attended by all of the members of the Board of Directors.

## **ARTICLE XI**

### **Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 the purposes set forth in Article V hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or corresponding provision of any future federal tax laws), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or corresponding provision of any future federal tax laws).

D. 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 Code (or corresponding provision of any future federal tax laws).

E. The Corporation shall not (i) engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding provision of any future federal tax laws); (ii) retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding provision of any future federal tax laws); (iii) make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code (or corresponding provision of any future federal

tax laws); or (iv) make any taxable expenditures as defined in section 4945(d) of the Code (or corresponding provision of any future federal tax laws).

## **ARTICLE XII**

### **Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all liabilities of the Corporation, distribute the remaining assets of the Corporation in furtherance of the purposes of the Corporation set forth in Article V hereof. To the extent that the Board of Directors determines, in its discretion, that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article V hereof, the remaining assets of the Corporation shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code, or corresponding provision of any future federal tax laws, as selected by the Board of Directors. Any such assets not so distributed shall be distributed by a Florida 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 such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII**

### **Amendment of Articles**

These Articles of Incorporation may be amended only by majority vote of all votes cast at a meeting of the Board of Directors of the Corporation attended by all of the members of the Board of Directors.

## **ARTICLE XIV**

### **Initial Registered Office and Registered Agent**

The street address of the Corporation's initial registered office is 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108-2718, and the name of the Corporation's initial registered agent at that address is Carl E. Westman.

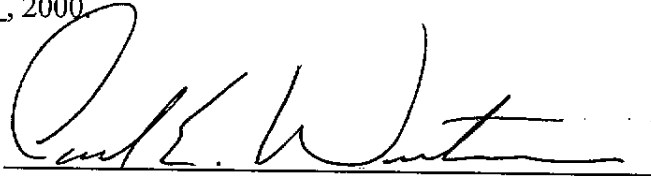
**ARTICLE XV**

**Incorporator**

The name and address of the incorporator is:

Carl E. Westman, Esq.  
c/o Steel Hector & Davis, LLP  
5551 Ridgewood Drive, Suite 101  
Naples, Florida 34108

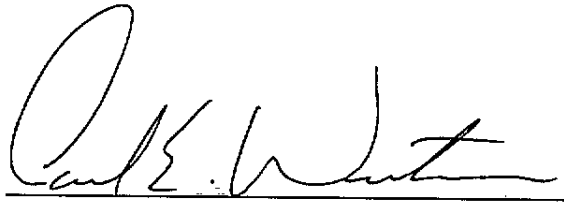
**IN WITNESS WHEREOF**, the undersigned Incorporator has signed these Articles of Incorporation on this 27<sup>th</sup> day of April, 2000.

A handwritten signature in black ink, appearing to read "Carl E. Westman", written over a horizontal line.

Carl E. Westman  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for THE BURNHAM FAMILY FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent, and I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Carl E. Westman  
Registered Agent

Date: April 27, 2000

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**FILED**  
00 JUN 21 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA