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FLORIDA NON-PROFIT CORPORATION

THE GREENHUT FAMILY FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
THE GREENHUT FAMILY FOUNDATION, INC.

EFFECTIVE DATE

10-17-00

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is THE GREENHUT FAMILY FOUNDATION, INC., and its principal office is located at 23 South A Street, Pensacola, Florida 32501, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSES

The purposes for which the Corporation is to be formed are exclusively to receive funds and to make distributions to such organization or organizations organized and operated exclusively for scientific, charitable and educational purposes as shall at such

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time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine, and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Act.

ARTICLE IV

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method of election of the Board of Directors shall be as stated in the Bylaws of the corporation.

ARTICLE V

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 the purposes

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set forth in Article III hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. The corporation shall distribute its income for each taxable 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.

F. 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.

G. 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

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any subsequent federal tax laws.

H. 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.

I. 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.

ARTICLE VI

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

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ARTICLE VII**DEDICATION OF ASSETS**

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

ARTICLE VIII**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 23 South A Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Dudley H. Greenhut.

ARTICLE IX**INCORPORATORS**

The name and address of the incorporator is Dudley H. Greenhut, 23 South A Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of October, 2000.


DUDLEY H. GREENHUT, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

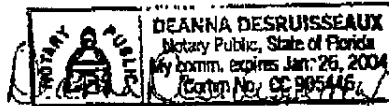
The foregoing instrument was acknowledged before me this 17th day of October, 2000, by Dudley H. Greenhut, who personally appeared before me and

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who is personally known to me or who has produced

as identification.



(AFFIX OFFICIAL SEAL)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, DUDLEY H. GREENHUT, am familiar with and hereby accept the appointment as Registered Agent for THE GREENHUT FAMILY FOUNDATION, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17th day of October, 2000.


DUDLEY H. GREENHUT

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