

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
 (850) 222-1222 • 1-800-342-8062 • Fax (850) 222-1222

100000007990

The Rhea and Palmer
 Hughes Foundation
 Inc

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 *****78.75 *****78.75

W-28399

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

00 DEC -14 PM 3:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

00 DEC +1 AM 10:46
 DIVISION OF CORPORATION

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DEC 04 2000

Signature _____

Requested by: LS Date: 12/1/00 Time: 10:18
 Name _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 1, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET STE 1
TALLAHASSEE, FL 32301

SUBJECT: THE RHEA AND PALMER HUGHES FOUNDATION, INC.
Ref. Number: W00000028399

We have received your document for THE RHEA AND PALMER HUGHES FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 600A00061057

Corrected

RECEIVED
00 DEC -4 PM 2:45
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
THE RHEA AND PALMER HUGHES
FOUNDATION, INC.
A NONPROFIT CORPORATION

00 DEC -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

We, the undersigned, being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

ARTICLE I

The name of the corporation shall be **THE RHEA AND PALMER HUGHES FOUNDATION, INC.** The principal place of business of this corporation shall be 894 Freeling Drive, Sarasota, Florida 34242.

ARTICLE II

(a) The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and

assistance of any and all faith based charitable organizations and institutions, and such other charitable organizations as the corporation president sees fit, and to do all things that may be necessary and useful in the accomplishment of the charitable purposes hereinabove set forth.

(b) All the assets and earnings shall be used exclusively for the charitable purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall insure to benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over equally to the **SALVATION ARMY of Sarasota County, ST. JUDE'S CHILDREN'S HOSPITAL, MEMPHIS, TENNESSEE, and THE JEWISH COMMUNITY FOUNDATION OF THE SARASOTA - MANATEE JEWISH FEDERATION, INC.**, or to such another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these articles:

1. 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

Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. 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.

3. 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 any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject to it tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. 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.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other

persons as from time to time may become members by approval of the members of the corporation.

ARTICLE IV

The names and street addresses of the incorporators to these Articles of Incorporation are:

- (1) PALMER W. HUGHES, 894 Freeling Drive, Sarasota , Florida 34242
- (2) RHEA M. HUGHES, 894 Freeling Drive, Sarasota, Florida 34242
- (3) ANDREW G. HUGHES 3732 Nimitz Road, Kensington, Maryland 20895
- (4) SHARON H. KUNKEL, 2730 Blossom Dr, Sarasota, Florida 34239

ARTICLE V

This corporation is to exist in perpetuity.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. This corporation shall have four directors initially. The number of directors may be increased from time to time in accordance with the By-Laws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year are:

- (1) PALMER W. HUGHES, 894 Freeling Drive, Sarasota , Florida 34242
- (2) RHEA M. HUGHES, 894 Freeling Drive, Sarasota, Florida 34242

- (3) **ANDREW G. HUGHES 3732 Nimitz Road, Kensington, Maryland 20895**
- (4) **SHARON H. KUNKEL, 2730 Blossom Dr, Sarasota, Florida 34239**

ARTICLE VII

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in by By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation are:

- (1) **PALMER W. HUGHES, 894 Freeling Drive, Sarasota , Florida 34242, President;**
- (2) **RHEA M. HUGHES, 894 Freeling Drive, Sarasota, Florida 34242 Secretary, and Treasurer;**

ARTICLE VIII

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE X

The street address of the initial registered office of this corporation shall be 240 N. Washington Blvd., Suite 500, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Wayne F. Seidl.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal on this 27th day of November, 2000.

BY: Palmer W. Hughes
PALMER W. HUGHES
Incorporator


BY: Rhea M. Hughes
RHEA M. HUGHES
Incorporator

BY: Andrew G. Hughes
ANDREW G. HUGHES
Incorporator

BY: Sharon H. Kunkel
SHARON H. KUNKEL
Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT:

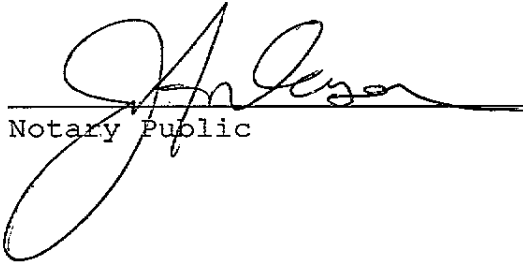
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



WAYNE F. SEITL
Registered Agent

STATE OF FLORIDA / COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of November, 2000 by WAYNE F. SEITL, who is personally known.



Notary Public

FILED
00 DEC -14 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA