

# N010000006135

**Florida Department of State**

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION****The Spence Trilegacy Foundation, Inc.**

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TALLAHASSEE, FLORIDA

**AUG 28 2001**

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE SPENCE TRILEGACY FOUNDATION, INC.**  
**(A Florida Not For Profit Corporation)**

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**ARTICLE I**

**Name**

The name of this corporation shall be The Spence TriLegacy Foundation, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of this corporation shall be 2625 West 5th Street, Jacksonville, Duval County, FL 32254.

**ARTICLE III**

**Purpose**

This is a not-for-profit corporation organized solely for general not-for-profit purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The general nature, object and purpose for which the corporation is organized are to provide scholarship and assistance (the assistance could be in the form of tuition assistance, mentoring, internships or partnering) to disadvantaged and minority youth seeking education or training in the area of business or such other charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this article.

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#### ARTICLE IV

##### Manner of Election

Section 1. Qualification. The membership of this Corporation shall constitute the persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

Section 2. Voting Rights. Members shall not be entitled to vote except as provided in these Articles, the Bylaws, or as and when, if ever, determined by the Board of Directors by their sole discretion.

Section 3. No Vesting. The members of this Corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation.

Section 4. No Liability. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

#### ARTICLE V

##### Board of Directors

Section 1. Number of Directors. The number of directors of the Corporation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

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Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Carlton H. Spence	2625 West 5th Street Jacksonville, FL 32254
Ruby Spence	2625 West 5th Street Jacksonville, FL 32254
Cindy Sadler Spence	2625 West 5th Street Jacksonville, FL 32254
Jeffrey C. Spence	2625 West 5th Street Jacksonville, FL 32254
Donald Spence	2625 West 5th Street Jacksonville, FL 32254

#### ARTICLE VI

##### Officers

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President	Cindy Sadler Spence
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The officers shall be elected at the annual meeting of the Board of Directors unless otherwise provided in the Bylaws.

#### ARTICLE VII

##### Registered Agent and Street Address

The street address of the initial registered office of this corporation shall be 2625 West 5th Street, Jacksonville, Duval County, FL 32254. The name of the original registered agent at that address shall be W. Hamilton Traylor.

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## ARTICLE VIII

### Incorporator

The name and address of the incorporator is:

Carlton H. Spence  
2625 West 5th Street  
Jacksonville, FL 32254

## ARTICLE IX

### Tax Exempt Status

Section 1. Prohibition on Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof.

Section 2. Prohibition on Lobbying/Intervention in Political Campaigns. 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 or in opposition to any candidate for public office.

Section 3. Other Prohibitions. 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, or the corresponding section of any future federal tax code.

## ARTICLE X

### Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

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principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI

### Restrictions

Notwithstanding any other provisions in these Articles, (1) the purposes for which this corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501(c)(3) of the Code, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and (3) all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event or at any time inure to the personal benefit of, or be distributable to, any member, officer, director or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above.

## ARTICLE XII

### Private Foundation Status

During such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in section 4943(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Jeopardizing Investments. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Section 5. Taxable Expenditures. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII

Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 27<sup>th</sup> day of August, 2001, for the purpose of forming this Not For Profit Corporation under the laws of the State of Florida.

  
Carlton H. Spence, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That The Spence TriLeagcy Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named W. Hamilton Traylor located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with 617.0501, Florida States.

  
\_\_\_\_\_  
W. Hamilton Traylor

Dated this 27<sup>th</sup> day of August, 2001.

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