

No10000006829



ACCOUNT NO. : 072100000032

REFERENCE : 415633 4303829

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 78.75

ORDER DATE : August 10, 2001

ORDER TIME : 1:31 PM

ORDER NO. : 415633-005

CUSTOMER NO: 4303829

CUSTOMER: Mr. Brandon Lamson
Shaw Pittman

300004530843--1

2300 N Street, N.W.

Washington, DC 20037

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 13 PM 2:21

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

THE LINDA A JENNINGS
FOUNDATION, INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
- ☐ CERTIFICATE OF LIMITED PARTNERSHIP
- ☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
- ☐ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

2589
W01-18679

2001 AUG 13 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JS
9/26/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 13, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE LINDA A. JENNINGS FOUNDATION, INC.
Ref. Number: W01000018679

We have received your document for THE LINDA A. JENNINGS FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 701A00046384

RESUBMIT

Please give original
submission date as file date.

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01 SEP 26 AM 10:28
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

THE LINDA A. JENNINGS FOUNDATION, INC.

FILED

2001 AUG 13 PM 1:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, Jeffery L. Yablon, whose post office address is c/o Shaw Pittman, 2300 N. Street, N.W., Washington, DC 20037-1128, being at least eighteen years of age, do hereby form a corporation not for profit under the laws of the State of Florida and hereby certify:

FIRST: The name of the corporation not for profit is: THE LINDA A. JENNINGS FOUNDATION, INC. (the "Corporation").

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The post office mailing address of the Corporation and the address of the Corporation's principal office is c/o Tracy L. Lima, SunTrust Bank, 12751 New Brittany Boulevard, Fort Myers, Florida 33907.

FOURTH: The Corporation is organized, and shall be operated, exclusively for any or all charitable, scientific, literary, educational or religious purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and exempt it from federal income tax under section 501(a) of the Code. The Corporation shall accomplish such purposes by (a) making grants to charities qualified for exemption from federal income tax under section 501(c)(3) of the Code or to federal, state or local government instrumentalities; and/or (b) any other activities that are appropriate and proper. The Corporation shall perform such other acts as may be considered necessary or beneficial in furtherance of the Corporation and shall have all powers specified for corporations not for profit generally under the laws of the State of Florida, together with the power to solicit grants and contributions for the purposes set forth above, limited however, by the first sentence of this Article FOURTH and by Articles SEVENTH and EIGHTH hereof.

FIFTH: The Corporation shall have no authority to issue shares of stock.

SIXTH: The Corporation shall have no members.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, employees or any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to, or for the benefit or on behalf of, the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.
- B. No loans shall be made by the Corporation to any director, officer or employee of the Corporation or any spouse, sibling or child of any such individual.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify the Corporation as a corporation described in section 501(c)(3) of the Code.
- D. 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.
- E. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- F. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are conducted.
- G. The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would pose a substantial risk of preventing it at any time from qualifying and continuing as a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code.

EIGHTH: The Corporation (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, (2) shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code, (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code, (4) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

NINTH: The assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefor;
- B. All remaining assets of every nature and description whatsoever, shall be distributed, in accordance with corporation not for profit law of the State of Florida, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Specifically, such assets shall be distributed to one or more organizations that are exempt from federal income tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding the distribution. Any such organization to which assets of the Corporation are distributed must also engage in activities substantially similar to those of the Corporation.

TENTH: The Corporation shall not discriminate on the basis of race, color, national origin, age, gender, sexual orientation, creed or religion.

ELEVENTH: The post office address of the Corporation's registered office is 1201 Hays Street, Tallahassee, Florida 32301-2607. The name of the Corporation's initial registered agent at such address is Corporation Service Company.

TWELFTH: The affairs and business of the Corporation shall be managed and conducted by the Board of Directors of the Corporation (the "Board"). The number of directors of the Corporation shall be not less than three (3) persons and not more than five (5) persons and may be increased or decreased from time to time by the Board as provided in the Bylaws.

THIRTEENTH: With respect to the election of the directors of the Corporation, the following provisions shall govern:

- A. The names and addresses of the persons who are to serve as the initial directors until the next succeeding annual meeting of the Board, until their earlier resignation, or until the election and qualification of their successors are as follows:

Name

Address

Gregory Jennings

c/o Tracy L. Lima, SunTrust Bank
12751 New Brittany Boulevard
Fort Myers, Florida 33907

Linda A. Jennings

c/o Tracy L. Lima, SunTrust Bank
12751 New Brittany Boulevard
Fort Myers, Florida 33907

Gretchen M. Jennings

c/o Tracy L. Lima, SunTrust Bank
12751 New Brittany Boulevard
Fort Myers, Florida 33907

- B. Directors of the Corporation shall be elected at each annual meeting of the Board by the then members of the Board and shall hold office until the next succeeding annual meeting of the Board, until their earlier resignation, or until the election and qualification of their successors. Nothing in this Certificate shall preclude a director, if reelected, from serving successive terms.
- C. A vacancy occurring in the Board for any reason, including an increase in the number of directors, may be filled by appointment of new directors by the affirmative vote of a majority of the then members of the Board.
- D. A director who fills a vacancy in accordance with the procedure described in Paragraph C of this Article Twelfth shall hold office until the next succeeding annual meeting of the Board, until his or her earlier resignation, or until the election and qualification of his or her successor.

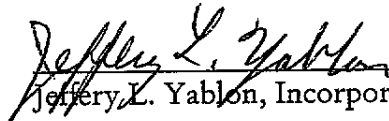
FOURTEENTH: All references herein to the Code, unless otherwise indicated, are to the Internal Revenue Code of 1986, as amended. Any reference to a specific section of the Code shall also refer to any successor provision of law.

FIFTEENTH: The Board shall have the power to amend this Certificate by the affirmative vote of a majority of the directors then in office, and by filing a Certificate of Amendment with the appropriate governmental offices.

SIXTEENTH: To the fullest extent permitted by the Florida Corporations Law, as now in effect or as hereafter may be amended, no director or officer of the Corporation shall be personally liable to the Corporation for money damages, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code. By way of illustration, and not limitation, no relief from liability shall apply if such relief would constitute an act of self-dealing under section 4941 of the Code, a taxable expenditure under section 4945 of the Code, an act of inurement or impermissible private benefit under section 501(c)(3) of the Code or an excess benefit transaction under section 4958 of the Code.

IN WITNESS WHEREOF, the undersigned incorporator of THE LINDA A. JENNINGS FOUNDATION, INC. hereby acknowledges the same to be his act; and further acknowledges that, to the best of his knowledge under penalties of perjury, the matters and the facts set forth herein are true in all material respects.

Dated this 24th Day of September, 2001.


Jeffrey L. Yablon, Incorporator

ACCEPTANCE OF REGISTERED AGENT

2001 AUG 13 PM 1:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

Name of the Corporation:

THE LINDA A. JENNINGS FOUNDATION, INC.

Name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this acceptance, 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 relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(signature)

BRIAN COURTNEY, ASST. VP.

(printed name and title)