

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO1000008304

Marcom Foundation, Inc.

FILED
01 NOV 26 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500004692575--1
-11/26/01--01030--004
*****70.00 *****70.00

- ☒ 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 **J. BRYAN NOV 26 2001**
- _____ UCC 1 or 3 File **J. BRYAN NOV 27 2001**
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
01 NOV 26 AM 10:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *WC*

Name

Date

Time

11/26 11:00

Walk-In _____

Will Pick Up _____

W01-26800



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 26, 2001

CAPITAL CONNECTION, INC.

SUBJECT: MARCOM FOUNDATION, INC.
Ref. Number: W01000026800

We have received your document for MARCOM FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must have original signatures.

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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 101A00062626

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED

01 NOV 27 AM 11:59

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MORCOM FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

MORCOM FOUNDATION, INC.

The address of the principal office of the Corporation and the mailing address is 339 Coral Way West, Indialantic, FL 32903.

ARTICLE II - PURPOSE

The object and primary purposes for which this Corporation is formed are to aid organizations described in Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The general purposes for which the Corporation is organized are:

(a) To exist and operate solely for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code.

(b) To have and exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617, Florida Statutes.

(c) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of the Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principal for the purposes of the Corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(d) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170(a) of such Code and regulations as they now exist, or as they may hereinafter be amended.

ARTICLE III - PRIVATE FOUNDATION

If the Corporation is a private foundation within the meaning of Section 509 of the Code, and is not an operating foundation as defined by Section 4942(j)(3) of the Code, then the provisions of this Article III shall apply.

(a) 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 provisions of any later federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d)

of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV - DURATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all the members of the Board of Directors, the Corporation may be dissolved.

ARTICLE V - DIRECTORS

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Directors are as follows:

W. RUSSELL MORCOM
339 Coral Way West
Indialantic, FL 32903

EUGENIA M. MORCOM
339 Coral Way West
Indialantic, FL 32903

BRAD A. MORCOM
339 Coral Way West
Indialantic, FL 32903

Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected in accordance with the Bylaws of this Corporation, but there shall always be at least three Directors.

ARTICLE VI - BYLAWS

The Bylaws of the Corporation are to be made by the Board of Directors. Thereafter, such Bylaws may be altered or rescinded as provided in the Bylaws.

ARTICLE VII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the vote of an absolute majority of the Board of Directors.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 339 Coral Way West, Indialantic, FL 32903. The name of the Corporation's initial registered agent at such address is W. Russell Morcom.

ARTICLE IX - MEMBERS

The Corporation shall have no general membership, unless authorized by the Board of Directors.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

W. Russell Morcom
339 Coral Way West
Indialantic, FL 32903

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Not For Profit Corporation Act.

ARTICLE XII - SHARES OF STOCK

This Corporation shall not have or issue any shares of Stock, nor shall it pay any dividends or distribute any part of its income to its directors or officers or any other private person.

ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617 of the Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code in such manner as the Board of Directors shall determine, or to the Federal, state or local government for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

FROM : JRMORCOM
11/19/2001 10:01 FAX 4078855674

PHONE NO. : 4077776219
HERNEY

Nov. 20 2001 06:55AM P2
201

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 19 day of November, 2001.

W. Russell Morcom
W. Russell Morcom

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of
the MORCOM FOUNDATION, INC.

W. Russell Morcom
W. Russell Morcom

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TALLAHASSEE, FLORIDA