

No 2000001388

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 PM 2:13

SUBJECT: The Harrison Charitable Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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*****87.50 *****87.50

FROM: John R. Harrison - President
Name (Printed or typed)

393 N. Pointe Road #601
Address

Osprey Florida 34229
City, State & Zip

941-966-7977
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Ry/BC

2-26-02
WC

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

58-2023561 Tax ID

ARTICLE I NAME

The name of the corporation shall be:

The Harrison Charitable Foundation, Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

393 N. Pointe Road #601

Osprey Florida 34229

941-966-7977

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

please see Exhibit

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

as stated in Bylaws

ARTICLE V INITIAL DIRECTORS/OFFICERS (4)

The name(s), address(es) and title(s):

① John R. Harrison - President

② Bonnie Harrison - Vice President

393 N. Pointe Rd #601

Osprey FL 34229

③ Mark Harrison

Director

21 Downing Street

Englewood, FL 34224

④ Jennifer Dudash

Director

4355 Deerfield Drive

Sarasota FL.

34233

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

John R. Harrison -

393 N. Pointe Rd #601

Osprey, Florida 34229

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Bonnie L. Harrison

393 N. Pointe Rd #601 Osprey Florida 34229

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

John R. Harrison

Signature/Registered Agent

Feb 21, 2002

Date

Bonnie L. Harrison

Signature/Incorporator

Feb 21, 2002

Date

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Purpose:

We have recently moved to Florida and now wish to deactivate our status in Georgia and activate this Foundation in Florida. We are a modest foundation that provides scholarships to at-risk/underprivileged children (Sarasota area high schools) for college. Our contributions are matched by The New York Times. Eventually we hope to build this fund to a substantial size - also allowing us to provide charitable funding to other needs within our articles of incorporation (Wellness Community - cancer support and recovery.)

Exhibit B

EXHIBIT B

THE HARRISON CHARITABLE FOUNDATION, INC.

ARTICLE ONE

1.1 The name of this corporation shall be "The Harrison Charitable Foundation, Inc." (the "Corporation").

1.2 The Corporation is a nonprofit corporation organized for the following exclusively charitable, educational, scientific, and literary 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 (referred to in these Bylaws as the "Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, educational, scientific, and literary purposes, to make grants and awards to individuals or organizations for charitable, educational, scientific, or literary purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code.

1.3 The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code.

1.4 The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices and places of business at such other places within or without the City of Atlanta, Georgia as the Board of Directors may from time to time determine.

1.5 The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the Board of Directors.

1.6 The fiscal year of the Corporation shall be from January 1 through December 31.

1.7 These Bylaws shall become effective on December 31, 1992.

ARTICLE TWO

DIRECTORS

2.1 The affairs of the Corporation shall be controlled and administered by a Board of Directors consisting of at least three members, as shall be fixed from time to time by resolution of the Directors.

2.2 The original members of the Board of Directors shall be designated in the Articles of Incorporation, and the initial terms of the original Directors shall be three (3) years, dating from the organizational meeting, which shall constitute the first annual meeting of the Board of Directors of the Corporation. After such initial term, the duration of the succeeding terms of Directors shall be as determined from time to time by the Board of Directors by resolution, to a maximum of three (3) years for each term. A Director may serve any number of terms consecutively. Vacancies created by resolution of the Board of Directors increasing the number of Directors, by expiration of the terms of Directors or by the death, resignation, or incapacity of any member of the Board of Directors may, or if necessary to assure that there are at least three members of the Board of Directors shall, be filled by a majority vote of the Board of Directors of the Corporation present and voting at an annual or special meeting of the Board at which a quorum is present. *

2.3 The Board of Directors shall meet annually at a time, date, and place which shall be fixed by the President (except that the initial annual meeting shall be the organizational meeting). Special meetings of the Board of Directors may be called at any time by the President or by any two Directors. All Directors shall be given at least 10 and no more than 30 days notice of annual meetings and at least 2 and no more than 30 days notice of special meetings. Notice of meetings may be given personally or by first class mail, telegram, cablegram, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telex or facsimile transmission is sent, addressed to the Director at his or her business or residence address. Neither the business to be transacted at, nor the purpose of any meeting of, the Board of Directors need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be

waived by an instrument in writing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business. Any meeting of the Board of Directors may be held within or without the State of Georgia at such place as may be determined by the person or persons calling the meeting.

2.4 A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have one vote.

2.5 Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors and be filed with the minutes of the proceedings of the Board of Directors.

2.6 Members of the Board of Directors or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

2.7 The Board of Directors by resolution adopted by the entire Board may designate from among its members one or more committees, including an Executive Committee which shall have the full power and authority of the Board of Directors except as limited in these Bylaws; each such committee shall consist of two (2) or more Directors, and each such committee, to the extent provided herein or in such resolution, shall have the authority of the Board. However, no such committee shall have authority as to any of the following matters:

(a) the dissolution, merger, or consolidation of the Corporation;

(b) the amendment of the Articles of Incorporation;

(c) the sale, lease or exchange of all or substantially all of the property of the Corporation;

(d) the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;

(e) the amendment or repeal of the Bylaws or the adoption of new Bylaws; or

(f) the amendment or repeal of any resolution of the Board of Directors which by its terms cannot be amended or repealed except by action of the Board.

2.8 The Directors of the Corporation may, by a majority vote and in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than \$10,000,000 as fiscal agent of the Corporation and delegate to such bank or trust company the custody and routine management of the Corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the Corporation's funds subject to the direction and supervision of the Directors.

2.9 The Directors of this Corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board of Directors or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the Corporation. A Director, however, shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

ARTICLE THREE

OFFICERS

3.1 The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, a Secretary, a Treasurer, and such other officers as may be elected by the Directors. Any two offices may be held by the same person, except the office of President and Secretary.

3.2 The President shall be the chief executive officer of the Corporation and shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and general and active management of the financial affairs of the Corporation.

3.8 Any officer, assistant officer or agent elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Any vacancy, however occurring, in any office may be filled by the Board of Directors.

3.9 The officers of the Corporation shall be entitled to such reasonable compensation for their services as is approved by the Board of Directors and to the reimbursement of reasonable expenses, if any, incurred by them as officers, if approved by the Board of Directors, and nothing herein shall be construed to preclude an officer from serving the Corporation in any other capacity and receiving compensation therefor. The compensation of other employees, if any, of the Corporation shall be fixed by the President, and the compensation of any agent or consultant shall be fixed by either the President or Treasurer of the Corporation.

ARTICLE FOUR

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

4.1 The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or defined in specific instances.

4.2 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

ARTICLE FIVE

LIQUIDATION

5.1 Upon liquidation or cessation of the activities of the Corporation, the Board of Directors shall determine by a majority vote of the membership of the Board of Directors the manner in which the property and assets of the Corporation are to be distributed, in accordance with Article VI of the Articles of Incorporation.

ARTICLE SIX

FINANCIAL ASSISTANCE

6.1 The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Corporation's Articles of Incorporation shall be within the exclusive power of the Board of Directors.

6.2 In furtherance of the purposes of the Corporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for the purposes described in section 501(c)(3) of the Code or to any person exclusively for the furtherance of such purposes or to any governmental agency or body described in section 170(c)(1) of the Code for exclusively public purposes.

ARTICLE SEVEN

INDEMNIFICATION

7.1 The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director, officer, employee or agent to the full extent permitted under Sections 14-33-850 et seq. of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia, and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of any business opportunity of the Corporation, any act or omission not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Corporation,

its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel to the Corporation.

ARTICLE EIGHT

SEAL

8.1 The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these Bylaws or by the Board of Directors.

ARTICLE NINE

AMENDMENT

9.1 The Board of Directors shall have the power by a majority vote of the Directors then in office to alter, amend or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.