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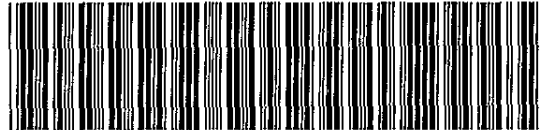
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DIVISION OF CORPORATIONS

MARK K. LOGAN

LIVELY HOUSE  
403 EAST PARK AVENUE  
TALLAHASSEE, FLORIDA 32301

MARK@SBLAW.COM

February 27, 2003

The Honorable Ken Detzner  
Secretary of State  
Office of the Secretary  
c/o Division of Corporations  
500 S. Bronough Street  
R.A. Gray Building  
Tallahassee, FL 32399

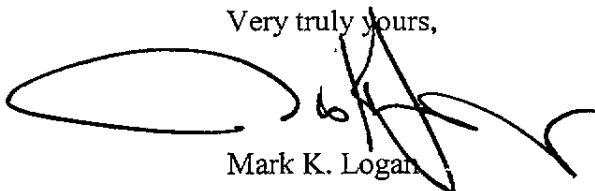
Re: Bob Graham for President, Inc.

Dear Secretary Detzner:

Enclosed please find my check in the amount \$78.75 payable to the Department of State, Division of Corporations for the filing of the Articles of Incorporation for Bob Graham for President, Inc. I would be most appreciative if you would have the provided copy of the Articles stamped for our records.

I thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Mark K. Logan', written over a large, loopy flourish.

Mark K. Logan

MKL/skc

Enclosures

cc: Robin Gibson, Esquire  
Campaign Treasurer  
Lyn Utrecht, Esquire  
Campaign Counsel

**ARTICLES OF INCORPORATION  
OF  
BOB GRAHAM FOR PRESIDENT, INC.**

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**A FLORIDA NOT FOR PROFIT CORPORATION**

**THE UNDERSIGNED**, acting as an incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act of the State of Florida hereby certify:

**ARTICLE I:** The name of the corporation shall be Bob Graham for President, Inc. ("Corporation").

**ARTICLE II:** The street address of the principal office and mailing address of the Corporation shall be 2109 Ellicott Drive, Tallahassee, FL 32308.

**ARTICLE III:** The Corporation shall be a political committee incorporated for the purposes of limited liability, as provided by Federal Election Commission regulations (11 C.F.R. §114.12(a)), and a nonprofit organization qualifying under section 527 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The Corporation shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is to promote, aid and encourage the candidacy of Bob Graham for the office of President of the United States of America during the 2004 election cycle and to carry on activities permitted under the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. §431 et seq. and the Presidential Primary Matching Payment Account Act, 2 U.S.C. §9031 et seq., and the regulations promulgated thereunder.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended. In addition, the corporation shall have the power to receive contributions and donations and make expenditures and disbursements in accordance with the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. §431 et seq. or any other applicable Federal, state or local law relating to the corporation's activities in support of Bob Graham's candidacy.

**ARTICLE IV:** The Corporation shall have no members.

**ARTICLE V:** The directors shall be elected or appointed as provided by the Bylaws of the Corporation.

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**ARTICLE VI:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 527 of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets and excess funds, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets and excess funds shall be disposed of in accordance with 2 U.S.C. §439(a), including but not limited to distributing them to one or more organizations that are exempt from taxation under section 527 and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax and election law applicable to organizations described in the Federal Election Campaign Act of 1971, as amended.

**ARTICLE VII:** The address, including street and number, of the initial registered office of the Corporation is 2109 Ellicott Drive, Tallahassee, Florida 32308

and the name of its initial registered agent at such address is:

Mark K. Logan  
2109 Ellicott Drive  
Tallahassee, Florida 32308

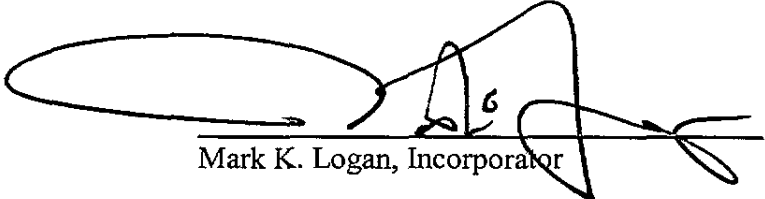
**ARTICLE VIII:** The name and street addresses of initial directors are as follows:

<u>Name</u>	<u>Address</u>
John Robert Middlemas	718 Bunker's Cove Road Panama City, FL 32401
Gwendolyn Graham Logan	2109 Ellicott Drive Tallahassee, FL 32308
William A. Graham	6843 Main Street Miami Lakes, FL 33014

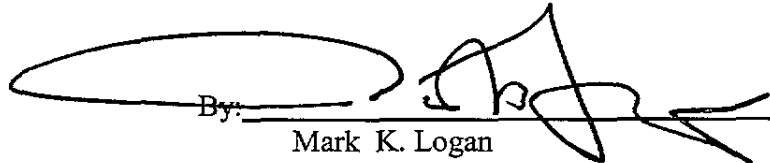
**ARTICLE IX:** The name and street address of the incorporator is follows:

<u>Name</u>	<u>Address</u>
Mark K. Logan	2109 Ellicott Drive Tallahassee, Florida 32308

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand as of this 27<sup>th</sup> day of February, 2003.

  
Mark K. Logan, Incorporator

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.

By:   
Mark K. Logan

Date: February 27, 2003

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