

N030000005289

(Requestor's Name)

Martin George Lansing
4400 N. Federal Hwy
Boca Raton, FL 33434
(Address)

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION
OF
THE LELAND BUSINESS ALLIANCE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation shall be **THE LELAND BUSINESS ALLIANCE, INC.**

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and street address of the Corporation shall be:

4400 N. FEDERAL HWY
BOCA RATON, FL 33434

The mailing address of the Corporation shall be:

4400 N. FEDERAL HWY
BOCA RATON, FL 33434

ARTICLE IV. PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code", the meaning of which shall include any amendments to the applicable section or any corresponding section of any future United States tax code), and shall have the power to make grants, expenditures and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section. 501(c)(3) of the Code. It is intended that the Corporation shall have the status of a corporation that 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.

Subject to the restrictions and limitations set forth in this Article IV and in Article IX, the Corporation shall have all of the corporate powers as provided in Section 617.0302, Florida Statutes.

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ARTICLE V. MEMBERS

The Corporation shall have no members. The entire voting power for all purposes, except as otherwise noted in these Articles, shall rest in the Board of Directors. The adult descendants of **Martin George Lansing** shall serve as advisers to the Board, whom the Board may consult as the Board sees fit in the Board's discretion. Such descendants, in their role as advisers, shall have no managerial power or responsibilities, no right to attend Board meetings and no voting power of any land.

ARTICLE VI. DIRECTORS

The Board of Directors of the Corporation shall be comprised of not less than six (6) individuals, and not more than twenty (20). The manner in which the directors are elected or appointed shall be as provided in the By-Laws of the Corporation; provided, however, that **Martin George Lansing**, for her lifetime, shall be the Chairman of the Board of Directors and shall have the exclusive and unilateral power to: (i) increase or decrease from time to time within the limits set forth herein the number of members comprising the Board of Directors; (ii) elect or appoint the successor members of the Board of Directors; (iii) remove from office any director or directors at any time, with or without cause, and (iv) fill vacancies in the Board of Directors. The aforementioned actions shall be taken by a direction in writing, setting forth the action so taken, signed by **Martin George Lansing**, except with respect to the initial Board of Directors, steps shall be taken each year, as set forth in the By-Laws, so that up to two (2) adult descendants of **Martin George Lansing** or spouses of such descendants may serve on the Board for the subsequent year. Upon the death or disability (as defined in Article XI) of **Martin George Lansing**, the foregoing powers of this Article VI shall rest with the Board of Directors.

The names and addresses of the six (6) individuals who shall serve as the initial Board of Directors are as follows:

Martin George Lansing
4400 N. Federal Hwy
Boca Raton, FL 33434

Thomas P. Johnson
4400 N. Federal Hwy
Boca Raton, FL 33434

Nancy S. Kelley
4400 N. Federal Hwy
Boca Raton, FL 33434

Michelle R. Sampson
4400 N. Federal Hwy
Boca Raton, FL 33434

Olin Rogerson
4400 N. Federal Hwy
Boca Raton, FL 33434

**Josephine Francis Glenn
4400 N. Federal Hwy
Boca Raton, FL 33434**

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Martin George Lansing
4400 N. Federal Hwy
Boca Raton, FL 33434**

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation

**Martin George Lansing
4400 N. Federal Hwy
Boca Raton, FL 33434**

ARTICLE IX. CHARITABLE ORGANIZATION PROVISIONS

Notwithstanding any powers granted to this Corporation by its Articles, By-laws of the State of Florida, the following limitations of powers shall apply.

- a. 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 purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- b. 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 Code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by the court of common please for the county in which the principal office of the organization 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.

- c. The Corporation shall distribute amounts for the purposes specified in these Articles, for each taxable year, at a time and in a manner so as not to become subject to any tax liability under Section 4942(a) of the Code.
- d. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.
- e. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would cause any tax liability under Section 4943(a) of the Code.
- f. The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes under Section 4944 of the Code and cause any tax liability under Section 4944(a) of the Code.
- g. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would cause any tax liability under Section 4945(a) of the Code.

ARTICLE X. INDEMNIFICATION PROVISION

- a. Terms used in this Article X shall have the meaning ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes. No payment shall be made under this Article X to any officer, director, employee or agent of the Corporation that would constitute an act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.
- b. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any person who is or was an officer, director, employee or agent of the Corporation, who was or is a party to any proceeding by reason of such status against (i) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (ii) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion.
- c. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on the behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

- d. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- e. If any part of this Article X shall be found to invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE XI. AMENDMENTS TO ARTICLES


These Articles may be amended by majority vote of the Board at any meeting of the Board, provide, however, that no amendment shall be made to any provision of these Articles, without the prior written consent of **Martin George Lansing**. Upon the death or disability (as defined below) of **Martin George Lansing**, all power to amend the Articles shall rest with the Board as set forth above in this Articles, **Martin George Lansing** shall be presumed to be disabled only upon the presentation of a notarized statement to that effect from two physicians selected by the Board of Directors, one of whom is either her regular physician or the physician who is primarily responsible for her medical care at such time.

ARTICLE XII. BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws shall be set forth in the By-Laws. Such By-Laws may contain any provisions for the regulation or management of the affairs of the Foundation that are not inconsistent with the laws of the State of Florida of these Articles, as the same may from time to time be amended.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 2003.

INCORPORATOR:


Martin George Lansing
4400 N. Federal Highway
Boca Raton, Florida 33434

CERTIFICATE OF ACCEPTANCE
REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent of The Leland Business Alliance, Inc., a Florida not for profit corporation (the "Corporation"), in the corporation's articles of incorporation:

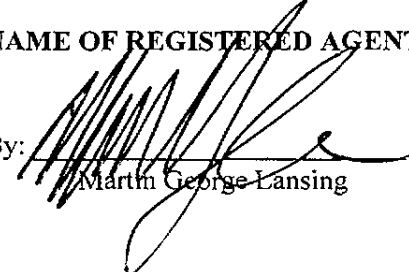
Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this
day of June, 2003.

16th

NAME OF REGISTERED AGENT

By:


Martin George Lansing

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