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03 JUL 22 PM 3:22  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 JUL 22 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

Cooper Byrne Blue & Schwartz  
Requestor's Name

1358 Thomaswood Dr  
Address

Tallahassee FL 32308 850-553-4300  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. THE REINHARD FOUNDATION, INC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE REINHARD FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

FILED  
03 JUL 22 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to Section 617 of the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be The Reinhard Foundation, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III  
EXEMPT STATUS**

The Corporation is constituted so as to receive financial support, grants, and contributions directly or indirectly from its members, government agencies, other corporations and the public at large in order to provide financial and economic support for other tax exempt corporations, trusts, community chests, funds or foundations organized and operated exclusively for the religious, charitable, scientific, literary or educational purposes or to foster amateur sports competition, in accordance with I.R.C. Section 501(c)(3). It has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by any persons (including, but not limited to, its officers, directors or members) and to make payments and distributions in furtherance of its purposes as set forth in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IV** **NONPROFIT PURPOSE**

The purposes for which the Corporation is to be formed are the educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, it shall operate in such a manner as to advance the purposes described in Article III above, and to do the following: (i) provide economic and other assistance to benefit other exempt corporations, in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (ii) to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation or any laws applicable thereto; and (iii) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Law of Florida.

#### **ARTICLE V** **SCOPE OF ACTIVITIES**

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

Each calendar year, the Corporation's Board of Directors shall by resolution designate not more than ten (10) organizations which qualify for tax exempt status under I.R.C. Section 501(c)(3) to be recipients of financial support from the Corporation during such year. Such financial support shall be in the form of monetary gifts and support.

Except as provided below, or as required by any applicable state or federal law, the Corporation shall retain all gifts, contributions, donations and transfers from any donors and shall reinvest the same. All income from the Corporation's properties shall be applied first to its lawful debts, and administrative and operating costs, and the entire balance of its income shall be distributed annually to the beneficiary organizations designated by the Board of Directors; provided, however, that such distributions shall not exceed, in the aggregate, the annual net income of the Corporation, or ten percent (10%) of the total value of the corporation's assets, whichever is less. In addition, the Board of Directors shall annually cause ten percent (10%) of all cash gifts, contributions, donations and transfers or the annual net income derived from all cash gifts, contributions, donations and transfers, whichever is less, to be distributed in the same manner to the designated beneficiary organizations. All distributions by the corporation shall be made to the beneficiary organizations in such proportions and at such times as the Board of Directors may, in its sole discretion, determine.

#### **ARTICLE VI**

#### **PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE VII**

#### **PLACE OF OPERATION**

The operations of the Corporation are to be conducted principally in Leon County, Florida. Its principal business office shall be located at 3907 W. Millers Bridge Road, Tallahassee, Florida 32312.

#### **ARTICLE VIII**

#### **ADDRESS FOR NOTICE**

The address to which the Secretary of State shall mail a copy of any notice required by law is 3907 West Millers Bridge Road, Tallahassee, Florida 32312.

#### **ARTICLE IX**

#### **INCORPORATORS**

The name and place of residence of the incorporator of this Corporation is Don W. Reinhard, 3907 West Millers Bridge Road, Tallahassee, Florida 32312.

**ARTICLE X**  
**DIRECTORS**

There shall at all times be at least three (3) members of the initial Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's By-Laws. The names and addresses of the persons who are to serve as Directors and officers until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Don W. Reinhard	3907 West Millers Bridge Road Tallahassee, Florida 32312
Sarah Reinhard	3907 West Millers Bridge Road Tallahassee, Florida 32312
James F. Thielen	215 S. Monroe Street Tallahassee, Florida 32301
Herb F. Reinhard, III	3109 Northfield Road Valdosta, Georgia 31602
Christopher L. Kraft	3130 Mulberry Park Boulevard Tallahassee, Florida 32311
Charles L. Cooper, Jr.	821 Lake Ridge Drive Tallahassee, Florida 32312
Jane Hallenstein	3305 Robinhood Road Tallahassee, Florida 32312
Sondra Mowell	<u>814 Live oak Plantation Road</u> <u>Tallahassee, FL 32312</u>

Directors may receive reasonable compensation for serving as members of the Corporation's Board of Directors; provided, however, that such compensation shall not exceed (i) an amount that is paid by similar corporations qualifying for tax exempt status under I.R.C. Section 501(c)(3); or (ii) an amount permitted to be paid to directors of organizations qualifying for tax exempt status under I.R.C. Section 501(c)(3) and the Treasury Regulations promulgated thereunder.

**ARTICLE XI**  
**ELECTION OF DIRECTORS/TERMS**

Directors of the Corporation shall be elected and shall in the manner provided by the Corporation's By-laws.

**ARTICLE XII**  
**MEMBERSHIP**

The Corporation is to be organized upon a nonstock membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's By-laws. The initial members of the Corporation shall be the members of the Board of Directors. The Corporation may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

**ARTICLE XIII**  
**OFFICERS**

The officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws.

**ARTICLE XIV**  
**DISSOLUTION AND DISTRIBUTION**

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or which foster amateur sports competition, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

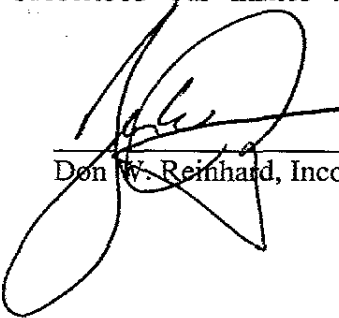
**ARTICLE XV**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

**ARTICLE XVI**  
**INDEMNIFICATION**

The Corporation shall fully indemnify each Incorporator, Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

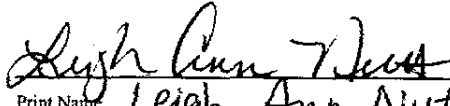
IN WITNESS WHEREOF, we have subscribed our names this 7<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Don W. Reinhard, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

Acknowledged before me this 7<sup>th</sup> day of July, 2003, by Don W. Reinhard, who (☒) is personally known to me or (☐) produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Print Name Leigh Ann Nutt  
NOTARY PUBLIC  
My Commission Expires: September 4, 2006  
Commission No.: DD147315

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## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **The Reinhard Foundation, Inc.**
2. The name and address of the registered agent and office is:

Don W. Reinhard

(NAME)

3907 West Millers Bridge Road

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32312

(CITY/STATE/ZIP)

SIGNATURE 

Don W. Reinhard

TITLE Incorporator

DATE 7/7/03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

Don W. Reinhard

DATE \_\_\_\_\_

REGISTERED AGENT FILING FEE: \$35.00

FILED  
03 JUL 22 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA