

N 05000003584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800049454838

04/06/05--01061--003 **87.50

FILED
APR 6 2005
04/06/05 PM 2:26
FBI - MEMPHIS

FILED
APR 6 2005
04/06/05 PM 2:33
FBI - MEMPHIS

FILED

J. Shivers APR 07 2005



April 5, 2005

VIA HAND DELIVERY

**FOLEY & LARDNER LLP
ATTORNEYS AT LAW**

106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FL 32301-7732
850.222.6100 TEL
850.561.6475 FAX
www.foley.com

WRITER'S DIRECT LINE
850.513.3381
dpadilla@foley.com EMAIL

CLIENT/MATTER NUMBER
080847-0106

Divisions of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

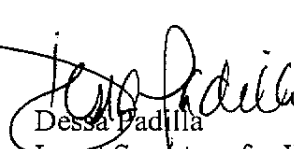
Re: Articles of Organization for Carswell-Smith Foundation, Inc.

Dear Sir or Madam:

Enclosed herein please find the *Incorporation* Articles of Organization of Carswell-Smith Foundation, Inc. and a check in the amount of \$~~1,250~~^{925.00} representing the filing fee and certified copy fee. You will also find one copy of the articles to be file stamped on an expedited basis and returned to our courier. Also, please contact me when the certified copy is ready to be picked up.

Thank you for your assistance. Should you have any questions concerning this matter, please contact our office.

Sincerely,


Dessa Padilla
Legal Secretary for Walter Wolfe, Jr.

FILED
05 APR -5 PM 2:38
TALLAHASSEE, FLORIDA

BOSTON
BRUSSELS
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE

NEW YORK
ORLANDO
SACRAMENTO
SAN DIEGO

SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY
TALLAHASSEE

TAMPA
TOKYO
WASHINGTON, D.C.
WEST PALM BEACH

**ARTICLES OF INCORPORATION
OF
CARSWELL-SMITH FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

THE UNDERSIGNED, acting in his individual capacity as the incorporator of the CARSWELL-SMITH FOUNDATION, INC. (the "Corporation"), under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

Section 1.1 Name. The name of the Corporation is Carswell-Smith Foundation, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 1105 East Lafayette Street, Tallahassee, FL 32301.

Section 1.3 Mailing Address. The mailing address of the Corporation is P.O. Box 1717, Tallahassee, FL 32302.

**ARTICLE II
CORPORATE PURPOSES**

Section 2.1 Purposes. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, (i) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, (ii) engaging in activities relating to the aforementioned purposes, and (iii) investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Section 2.2 Limitations. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding section of any future federal tax code).

FILED
05/11/05 PM 2:33
TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.2 Number. The Corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of Initial Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of their successors are as follows:

Scott S. Carswell
1105 East Lafayette Street
Tallahassee, FL 32301

Fincher W. Smith
307 East 7th Avenue
Tallahassee, FL 32303

Julia C. Carswell
1105 E. Lafayette St.
Tallahassee, FL 32301

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which may exercise the powers of the Board of Directors to the extent provided in such resolution.

ARTICLE IV CORPORATE POWERS

Section 4.1 General. The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

Section 4.2 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation 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 any candidate for public office.

ARTICLE V
MEMBERS AND SHAREHOLDERS

There shall be no shareholders or members having ownership interest in the Corporation.

ARTICLE VI
DISSOLUTION AND LIQUIDATION

Section 6.1 Dissolution. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. :

Section 6.2 Liquidation. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows: (i) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made for same; and (ii) all remaining assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 Name. The name of the initial registered agent of the Corporation shall be Scott S. Carswell.

Section 7.2 Address. The street address of the initial registered office of the Corporation shall be 1105 East Lafayette Street, Tallahassee, FL 32301.

ARTICLE VIII
AMENDMENT

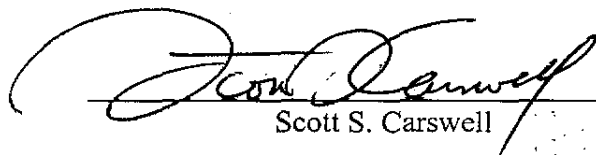
These Articles may be amended in the manner now or hereafter provided in the Florida Statutes

ARTICLE IX
INCORPORATOR

Section 9.1 Name and Address. The name and street address of the incorporator of the Corporation is as follows:

Scott Carswell
1105 East Lafayette Street
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, as of the 4 day of April, 2005.


Scott S. Carswell

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


Scott S. Carswell

Date: April 4, 2005

05 APR - 6 PM 2:33

FILED