

ND5000003693

(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



100048747631

04/05/05--01059--008 **78.75

FILED
05 APR -5 AM 9:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

4/12/05
BWK

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887

Facsimile: (202) 785-8882

April 4, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Gilmore Family Foundation, Inc.

Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced non-profit corporation and one copy. Please file the Articles and send us a certified copy.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee (\$35), the Registered Agent fee (\$35) and the fee for a certified copy (\$8.75).

If you have any questions, please telephone the undersigned at (202) 785-8887. Thank you for your prompt assistance.

Sincerely,



Gailya Wright
Assistant

Enclosures

cc: Mr. Douglas E. Gilmore
Stephen A. Bodzin, Esq.

ARTICLES OF INCORPORATION
OF
GILMORE FAMILY FOUNDATION, INC.

FILED
05 APR -5 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is GILMORE FAMILY FOUNDATION, INC. and the initial principal address of the Corporation is 100 Villa Court, Panama City Beach, Florida 32413.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The purposes of the Corporation, a not-for-profit charitable organization, are to provide financial assistance to several different types of organizations which are exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as

defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

The Corporation will have no members.

ARTICLE VI

The address, including street and number, of its initial registered office is 100 Villa Court, Panama City Beach, Florida 32413 and the name of its initial registered agent at such address is DOUGLAS E. GILMORE.

ARTICLE VII

The Corporation shall have two classes of Directors, Class A and Class B Directors:

The names and addresses, including street and number of the persons who are to serve as the Class A Directors until the first annual meeting or until their successor or successors shall be elected and qualified are:

Douglas E. Gilmore
100 Villa Court
Panama City Beach, Florida 32413

Lorraine M. Gilmore
100 Villa Court
Panama City Beach, Florida 32413

The names and addresses, including the street and number of the persons who are to serve as the Class B Directors, as determined by the Class A Directors, are:

Tracey G. Schoppe
16225 East Lullwater
Panama City Beach, FL 32413

Suzanne Burke
353 Eagle Drive
Panama City Beach, FL 32407

The method of election of Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VIII

This Corporation is organized under a non-stock basis. The Corporation is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the directors who may delegate such management to the Corporation's president, who shall be responsible for the day-to-day operation of the Corporation.

ARTICLE X

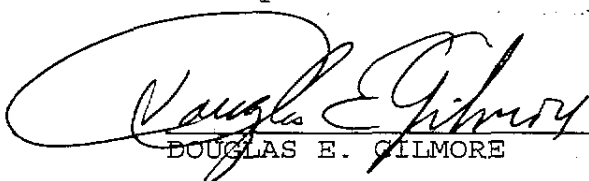
Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE XI

The name and mailing address, including post office box, of the incorporator is: DOUGLAS E. GILMORE, 100 Villa Court, Panama City Beach, Florida 32413.

Incorporator:

Date: 15 MAR 05, 2005

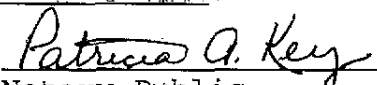
 [Seal]
DOUGLAS E. GILMORE

District of Columbia
~~STATE OF FLORIDA~~
~~COUNTY OF BAY~~

I HEREBY CERTIFY that on this 15 day of March 2005, before me personally appeared DOUGLAS E. GILMORE, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known
Identified by Driver's License Number _____
Issued by the State of _____


Notary Public
Typed Name PATRICIA A. KEY
My Commission Expires February 28, 2009
Commission No.:
State of DC

ACKNOWLEDGMENT OF REGISTERED AGENT

DOUGLAS E. GILMORE, having been named in the Articles of Incorporation to accept service of process for GILMORE FAMILY FOUNDATION, INC., at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act relevant to keeping open said office.


DOUGLAS E. GILMORE