

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFLORIDA NON-PROFIT CORPORATION
HUTCHISON FAMILY CHARITABLE FOUNDATION, INC.

Certificate of Status	1
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Florida Dept of State 002



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 15, 2005

BURKE AND BLUE, P.A.

SUBJECT: HUTCHISON FAMILY CHARITABLE FOUNDATION, INC.
REF: W05000029392

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUTCHISON FAMILY CHARITABLE FOUNDATION, INC.

THE UNDERSIGNED, for the purpose of forming a not-for-profit corporation under Chapter 617, *Florida Statutes* (2005), pursuant to the Florida Not-for-Profit Corporation Act, hereby certify:

1. Name. The name of the proposed corporation (hereinafter called "the Corporation") is HUTCHISON FAMILY CHARITABLE FOUNDATION, INC.

2. Purpose. (a) The Corporation shall be a Type B corporation under Section 201(b) of the Not-for-Profit Corporation Law. The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes 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. The specific purposes of the Corporation shall be for the benefit of i) educational institutions, ii) research institutions iii) community college, university and general higher education (post high school), iv) environmental causes, v) christian church activities and support and vi) such other qualified 501(c)(3) entities as may be designated by the Board of Directors from time to time.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

DOCUMENT PREPARED BY:
Edward A. Hutchison, Jr.
Florida Bar #0802855
BURKE, BLUE, HUTCHISON & WALTERS, P.A.
P.O. Box 70
Panama City, Florida 32402
(850) 789-1414

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(c) The Corporation shall distribute its income for each taxable 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, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) 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, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

3. Principal Office and/or mailing address. The office and/or mailing address of the Corporation is to be located in Panama City, Bay County, Florida at 221 McKenzie Avenue, Panama City, Florida 32401.

4. Territory. The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

5. Directors. The names and addresses of the initial directors until the first annual meeting of the Corporation are:

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<u>Name</u>	<u>Address</u>
EDWARD A. HUTCHISON CARROL F. HUTCHISON	3736 Preserve Bay Blvd. Panama City Beach, FL 32407
EDWARD A. HUTCHISON, JR.	2612 Country Club Drive Lynn Haven, FL 32444
MARY H. CONRAD	206 Somerville Way Seaford, VA 23696

The Corporation shall have as a minimum three (3) directors and a maximum of four (4) directors. The Directors of the Corporation shall be elected as set forth in the By-Laws of the Corporation.

6. Post office address. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is 221 McKenzie Avenue, Panama City, Florida 32401.

In witness whereof the undersigned has signed this Certificate of Incorporation on June 13, 2005.


EDWARD A. HUTCHISON, JR.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 13th day of June, 2005, by EDWARD A. HUTCHISON, JR. He (notary **must** check applicable box):

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification, No. _____
☐ produced _____ as identification.

(NOTARY SEAL)




KELLIE J. BROWN
(Print Name)

Notary Public
Serial # DD136097
My Commission Expires: 9-17-06

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE OF CHAPTER 48.901, who Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that HUTCHISON FAMILY CHARITABLE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Panama City Beach, County of Bay, State of Florida, has named EDWARD A. HUTCHISON, JR., located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

HAVING been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


EDWARD A. HUTCHISON, JR.
(Resident Agent)

05 JUN 15 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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