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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Landrum Employees Charitable Foundation, Inc.**

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**ARTICLES OF INCORPORATION OF  
LANDRUM EMPLOYEES CHARITABLE FOUNDATION, INC.  
A CORPORATION NOT FOR PROFIT**

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby subscribes to the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is LANDRUM EMPLOYEES CHARITABLE FOUNDATION, INC., and the mailing and street addresses of the corporation are Post Office Box 15698, Pensacola, Florida 32514-0700, and 6723 Plantation Road, Pensacola, Florida 32504, respectively.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the corporation shall inure to the benefit of any Trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no Trustee or 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(c) If at any time the corporation is a private foundation for federal income tax purposes, then:

(i) 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.

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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.

(vi) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

#### **ARTICLE III - MEMBERSHIP**

This corporation shall have no members.

**ARTICLE IV -  
TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence with an effective beginning date of corporate existence of the date these Articles of Incorporation are filed with the Florida Secretary of State.

**ARTICLE V - SUBSCRIBER/INCORPORATOR**

The name and address of the subscriber/incorporator to these Articles of Incorporation of the corporation are as follows:

Henry Britt Landrum, Jr.  
6723 Plantation Road  
Pensacola, FL 32504

**ARTICLE VI - OFFICERS**

The corporation shall have officers consisting of a Chairman, President, Secretary and Treasurer and such other officers as the Board of Trustees of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees.

The names of the officers who are to manage all affairs of this corporation until the first election are:

Chairman/President:	Henry Britt Landrum, III
Vice President:	Reita Denise McLeod
Secretary:	Dawn Denise Danforth
Treasurer:	Ann Valencia McIntyre

**ARTICLE VII - BOARD OF TRUSTEES**

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The Trustees shall be elected at the annual meeting of the corporation. The Trustees shall have full power to elect Trustees to fill vacancies in office, or to fill the office of any Trustee who may resign, die, become disabled, or refuse to act. The majority vote of the Trustees in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have thirteen (13) Trustees initially. The number of Trustees may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The names and addresses of the initial Trustees of this corporation are as follows:

Kimberly Lynn Johnson  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Margaret Ann Fortunato  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Sandra Roper Hardy  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Charles Joseph Studeny  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Joni Kee Humphreys  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Luz Golen Pitre  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Johnnie Edward Ford  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Elizabeth Ann Carpenter  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Alice Lynn Malloy  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Yvonne Cox Nellums  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Andrea Kathryn Johnson  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Edward Michael Holz  
c/o 6723 Plantation Road  
Pensacola, FL 32504

Grace Adele Whalen  
c/o 6723 Plantation Road  
Pensacola, FL 32504

#### **ARTICLE VIII - 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 Trustees and officers of the corporation are subject to this reservation.

#### **ARTICLE IX - BYLAWS**

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

**ARTICLE X - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed, in the manner determined by the Trustees solely 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 may hereafter be amended.

No Trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE XI - REGISTERED OFFICE AND AGENT**

The address of the registered office of this corporation shall be 6723 Plantation Road, Pensacola, Florida 32504, and the name of the registered agent of this corporation at that address shall be Henry Britt Landrum, Jr.

IN WITNESS WHEREOF, the undersigned, subscribing incorporator of LANDRUM EMPLOYEES CHARITABLE FOUNDATION, INC. has hereunto set his hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
HENRY BRITT LANDRUM, Jr.

DATE: 7-10- 2006

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of LANDRUM EMPLOYEES CHARITABLE FOUNDATION, INC.

  
HENRY BRITT LANDRUM, Jr.

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