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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FTS FOUNDATION, INC.**

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Corporate Filing Menu

Help

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**ARTICLES OF INCORPORATION****OF****FTS FOUNDATION, INC.**

The undersigned, desiring to form a non-stock corporation under the provisions of Florida Corporations Not for Profit Laws set forth in Chapter 617 of the Florida Statutes sets forth the following:

**ARTICLE 1. Name.** The name of the corporation is FTS Foundation, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE 2. Members.** The Corporation shall have members. The Bylaws of the Corporation shall set forth the voting rights and qualifications of the Members.

**ARTICLE 3. Election of Board of Directors.** The Board of Directors of the Corporation shall be elected by the Members as set forth in the Bylaws. Each director shall hold office for the term of one year or until his or her successor is elected.

**ARTICLE 4. Principal Office.** The street address of the initial principal office of the Corporation, which is the same as its mailing address, is 162 West Burgess Road, Pensacola, FL 32503.

**ARTICLE 5. Registered Office.** The Corporation's initial registered office address is 162 West Burgess Road, Pensacola, FL 32503.

**ARTICLE 6. Registered Agent.** The name of the Corporation's initial registered agent is Darice Langham, an individual who is a resident of Florida and whose address is the same as that of the initial registered office.

The initial registered agent of the Corporation has signed these Articles in the space provided below to indicate acceptance of her appointment to serve as registered agent.

**ARTICLE 7. Purpose of the Corporation.**

A. The Corporation is organized and shall be operated for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (referred to herein as the "Internal Revenue Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The foregoing statement of purpose shall not be considered as limiting or restricting in any manner the powers conferred upon corporations by Florida Corporations Not for Profit Laws set forth in Chapter 617 of the Florida Statutes, as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein.

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B. The Corporation is organized for the benefit of, and to carry out the purposes of Florida Tissue Services, Inc., a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

C. No substantial part of the activities of the Corporation shall be or involve 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 for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Internal Revenue Code.

**ARTICLE 8. Increment of Earnings and Compensation.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's Board of Directors, officers, trustees (if any), or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 7 hereof.

**ARTICLE 9. Disposition of Assets Upon Dissolution.** Upon the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized exclusively for religious, charitable, scientific, literary and/or educational purposes, as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of by the Board of Directors shall be disposed of by the Court of the city or county in which the principal office of the Corporation is then located, exclusively for the purposes set forth in Article 6 hereof or to such organization or organizations as said Court shall determine, which organization(s) is or are organized exclusively for such purposes.

**ARTICLE 10. Indemnification.** The liability of the directors and officers of the Corporation shall be limited, and the Corporation shall indemnify its directors and officers, as follows:

A. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of directors of the Corporation, a director or an officer of the Corporation shall not be liable to the Corporation for any monetary damages arising out of any transaction, occurrence or course of conduct, unless in such proceeding the director or officer was adjudged to have engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

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B. To the full extent required or permitted by the Florida Corporations Not for Profit Laws set forth in Chapter 617 of the Florida Statutes and any other applicable law, and in the manner thereby prescribed, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise. The Corporation shall promptly pay for or reimburse the reasonable expense, including attorneys' fees, incurred by any such director or officer of the Corporation in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expense under this Article shall be made in advance of final disposition of any such proceeding if a written request is made by such officer or director and delivered to the Corporation accompanied by (i) a written statement of good faith belief that such officer or director is entitled to indemnity by the Corporation, and (ii) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

C. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in paragraph B of this Article 9 who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph B of this Article 10.

D. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article 10 and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article 10.

E. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to the indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to paragraph B of this Article 10 shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee shall each select a nominee, and the nominees shall select such special legal counsel.

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F. The provisions of paragraph A of this Article 10 shall be applicable only with respect to acts or omissions of officers and directors occurring after the effective date of these Articles of Incorporation. All other provisions of this Article 9 shall be applicable to all actions, claims, suits or proceedings commenced after the effective date hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article 10 shall diminish any of the limitations or rights provided pursuant to this Article 10 with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

G. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

GIVEN under my hand this 6<sup>th</sup> day of November, 2006.

INCORPORATOR:



Stephen C. McCoy  
Two James Center  
1021 East Cary Street  
Richmond, VA 23219

INITIAL REGISTERED AGENT



Darice Langham  
162 West Burgess Road  
Pensacola, FL 32503

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