

N07000012133

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000302037 3)))



H070003020373ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : 120020000094
Phone : (770) 777-2091
Fax Number : (770) 220-1943

2007 DEC 18 A 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

George Kirvin Floyd Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

*Second Fax -
1st Fax Sent
12/18 -
Need File
Date*

Electronic Filing Menu

Corporate Filing Menu

D WHITE DEC 20 2007
Help

FILED

2007 DEC 18 A 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
GEORGE KIRVIN FLOYD FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

ARTICLE I

The name of the Corporation is the George Kirvin Floyd Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE II

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

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

ARTICLE IV

The principle place of business and mailing address of the Corporation shall be:

957 East Pine Street
St. George Island, FL 32328

ARTICLE V

The purposes for which the Corporation is formed are the following:

(A) The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) and that support, educate on, protect and foster environmental stewardship, the Apalachicola Chattahoochee Flint river system, the Apalachicola Bay and Gulf Coastal region of North Florida, as well as other river, lake, oceanic and aquatic systems, and related activities.

(B) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No profit of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article V. The

(((H07000302037 3)))

Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number and method of election of Directors of the Corporation shall be set out in the Bylaws. The voting and other rights of the Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE VII

The Corporation shall have no members.

ARTICLE VIII

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer in accordance with the Florida Not For Profit Corporation Act. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for charitable, educational, and scientific purposes, specifically,

((H07000302037 3)))

organizations that support, educate on, protect and foster environmental stewardship, the Apalachicola Chattahoochee Flint river system, the Apalachicola Bay and Gulf Coastal region of North Florida, as well as other river, lake, oceanic and aquatic systems, and related activities. Any assets of the Corporation not disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principle office of the Corporation is then located, exclusively for such purposes or such organization or organizations, as said court shall determine, which are organized and operate for such purposes. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any residual assets of the Corporation upon its dissolution.

ARTICLE X

(a) 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 Code (or corresponding provisions of any subsequent federal tax laws).

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

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

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

ARTICLE XI

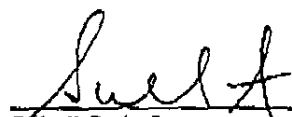
The street address of the Corporation's registered office in the State of Florida is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331 and the name of the registered agent of the Corporation at such office is NRAI Services, Inc.

ARTICLE XII

The name and address of the sole incorporator is Suhail Seth, 945 East Paces Ferry Road, Suite 2700, Atlanta, GA 30326.

(((H07000302037 3)))

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 18th day of December, 2007.

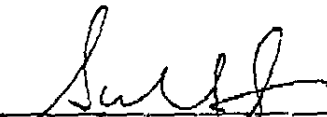


Suhail Seth, Incorporator

CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

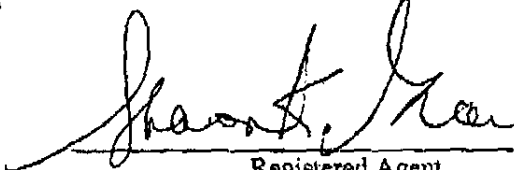
The George Kirvin Floyd Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designate NRAI Services, Inc., located at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331, as its registered agent to accept service of process with this state.

Dated this 18th day of December, 2007


Suhail Seth, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Dated this 18th day of December, 2007


Shant K. Ray, Registered Agent

FILED

2007 DEC 18 A 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H07000302037 3)))