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FLORIDA PROFIT/NON PROFIT CORPORATION

David Turner Warner Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
DAVID TURNER WARNER FOUNDATION, INC.
(A Florida Not for Profit Corporation)

ARTICLE I

The name of this corporation shall be "David Turner Warner Foundation, Inc." (the "Corporation").

ARTICLE II

The registered agent of the Corporation and his address are:

Keith Bollum
5910 Hampton Street
Melrose, Florida 32666

The address of the Corporation's principal office and its mailing address are the same as its registered office set out above.

ARTICLE III

The name and address of the incorporator is:

Robert B. Smith
Sutherland Asbill & Brennan LLP
999 Peachtree Street, N.E.
Atlanta, Georgia 30309

ARTICLE IV

The Corporation shall have such classes of members with such rights as are set forth in the bylaws. The Corporation shall have perpetual existence.

ARTICLE V

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act. Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon not for profit corporations under the Florida Not for Profit Corporation Act, to be exercised solely in furtherance of the charitable purposes described in Article VI hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but

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only if the objects specified by the testator or donor are within the objects and purposes of the Corporation set forth herein.

ARTICLE VI

- A. The Corporation will support the work of creative artists in the visual arts, literature, film, music and other performing arts. It will provide financial aid to emerging and established artists, and will provide opportunities to create and display diverse artistic, cultural and spiritual expressions. It will support the development of new works that expand artists' practices and foster career growth, and will offer the public the opportunity to encounter contemporary art beyond racial, economic, and religious factors, for the purpose of enriching the everyday experience of the public. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon not for profit corporations in the State of Florida.

- B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth in this Article II. It is intended that the Corporation will qualify at all times as an organization that is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that qualifies at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code; therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170, 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

- C. To the extent that section 4942 of the Code is applicable to the Corporation, the directors of the Corporation shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. It is expected that the Corporation will meet such distribution requirement by making distributions in accordance with section 4942(j)(3) and will be an operating foundation, but should it fail for any reason to meet the requirements of section 4942(j)(3), the Corporation will nonetheless make such distributions as are required to not become subject to the tax under section 4942. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and its directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors comprised of one to twelve persons. The members of the Board of Directors shall be elected (and subject to removal) as provided in the Bylaws of the Corporation. The exact number of members of the Board of Directors, as well as any qualifications for being a member of the Board of Directors, shall be as provided from time to time pursuant to the Bylaws of the Corporation. The initial sole member of the Board of Directors shall be:

David T. Warner
P.O. Box 20609
Sarasota, Florida 34276

ARTICLE VIII

In the event of the dissolution of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to one or more corporations, funds or foundations organized and operating exclusively for charitable, scientific, literary or educational purposes, within the meaning of section 501(c)(3) of the Code, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of sections 501(a) and 501(c)(3) of the Code. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Court of the County in which the registered office of the Corporation is then located shall make such distribution as herein

provided upon the application of one or more persons having an interest in the Corporation or its assets.

ARTICLE IX

The liability of the Directors and officers of the Corporation for money damages for any action taken or any failure to take any action as a Director or officer is eliminated to the fullest extent permitted by law.

ARTICLE X

Any amendments to these Articles of Incorporation of the Corporation must be approved by the affirmative vote of two-thirds of the Directors of the Corporation then in office; provided, however, that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code.

DULY EXECUTED and delivered by the undersigned on January 17, 2008.

David Turner Warner Foundation, Inc.



Robert B. Smith, Incorporator

EXHIBIT "A"

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

- 1. The name of the corporation is David Turner Warner Foundation, Inc.
- 2. The name and address of the registered agent and registered office are:

Keith Bolham
 5910 Hampton Street
 Melrose, Florida 32666

The undersigned, having been named the Registered Agent of David Turner Warner Foundation, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0503.

Keith C. Bolham

Keith Bolham
 Registered Agent

Dated: January 3, 2008

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