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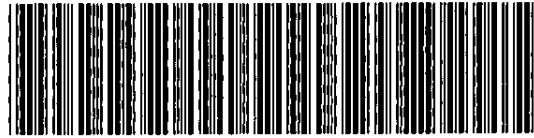
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DEPARTMENT OF REVENUE  
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January 9, 2009

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

The Historic Russ House Endowment Foundation, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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                              }  
JACKSON COUNTY       }     ss.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**THE HISTORIC RUSS HOUSE ENDOWMENT FOUNDATION, INC.**  
  
**(Under the Florida Not for Profit Corporation Act)**

**KNOW ALL MEN BY THESE PRESENTS,**

That the undersigned does hereby form a nonprofit corporation pursuant to the provisions of the Florida Not for Profit Corporation Act and all other applicable laws in effect now or at any time hereafter during the existence of this nonprofit corporation, and that to said end the incorporator does elect, declare and certify as follows:

**ARTICLE I**

**NAME OF THE CORPORATION:** The name of the corporation is **THE HISTORIC RUSS HOUSE ENDOWMENT FOUNDATION, INC.**

**ARTICLE II**

**DURATION:** The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

**ARTICLE III**

**PURPOSES:** The corporation is organized exclusively to promote, sponsor, support, and implement the provision of long term sustainable funding for the maintenance of the Historic Russ House located in Marianna, Florida in perpetuity, and for such purposes, the making of distributions to organizations that qualify as exempt under the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue law. The purposes of the corporation, and the powers which the corporation shall have, shall include the following:

(1) The corporation is and shall at all times be authorized to exercise and enjoy all of the powers, rights and privileges now granted by the Florida Not for Profit Corporation Act to

corporations organized thereunder, and by all other applicable local, state and federal laws, and by any and all present acts or acts hereafter enacted amendatory of or supplemental to all such laws, and the enumeration of certain powers herein is not intended to be exclusive or to be a waiver of any other rights, powers or privileges the corporation might otherwise now or hereafter enjoy; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to exercise any powers, or to do any act which a corporation formed under and controlled by the Florida Not for Profit Corporation Act may not at the time lawfully carry on or do.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 above in these articles. No substantial part of the activities of the corporation shall be 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the 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 Internal Revenue Code of 1986 (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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE IV

**MEMBERS:** The corporation shall have such members and classes of members as may be prescribed in and by the bylaws.

#### ARTICLE V

**DIRECTORS:** The affairs of the corporation shall be managed by a board of not less than three (3) nor more than thirteen (13) directors. The number of directors and the manner in which such directors shall be elected or appointed shall be fixed by the bylaws. The initial board of directors shall consist of twelve (12) members, and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Vicky Beauchamp	c/o Wachovia Bank Post Office Box 819 Marianna, Florida 32447
John Alter	c/o Alter-Bevis Farms 5246 Highway 71 Malone, Florida 32445

Doug Mayo	c/o Jackson County Extension Office 2741 Pennsylvania Avenue, Suite 3 Marianna, Florida 32448
Lisa Hamilton	c/o Character Council of Florida, Inc. 4428 Lafayette Street Marianna, Florida 32446
Albert Milton	c/o Milton Insurance Agency, Inc. Post Office Box 1528 Marianna, Florida 32447
Brenda Hatcher	c/o Coldwell Banker – The Hatcher Agency 2888 Jefferson Street Marianna, Florida 32446
Richard Kunde	c/o Florida Land Title and Trust Post Office Box 726 Marianna, Florida 32447
Darrold Franklin	c/o Frank's Lawn Service 2942 Russ Street Marianna, Florida 32446
David Malloy	c/o Action Realty 2998 Russ Road Marianna, Florida 32446
Jamie Streetman	Coldwell Banker – The Hatcher Agency Post Office Box 215 Marianna, Florida 32447
Tommy Lassmann	c/o Superior Bank 2260 Highway 71 Marianna, Florida 32448
Art Kimbrough	c/o Chamber of Commerce Post Office Box 130 Marianna, Florida 32447

## **ARTICLE VI**

**REGISTERED AGENT AND STREET ADDRESS:** The address of the initial registered office of the corporation is 4450 Lafayette Street, Marianna, Florida 32446, and the initial registered agent at such address is **FRANK E. BONDURANT**.

## **ARTICLE VII**

**PRINCIPAL OFFICE:** The principal street address and mailing address, if different is:

Street Address: 4318 Lafayette Street  
Marianna, Florida 32446

Mailing Address: Post Office Box 130  
Marianna, Florida 32447

## **ARTICLE VIII**

**OFFICERS:** The officers of the corporation shall consist of a president/chief executive officer, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be prescribed in and by the bylaws.

## **ARTICLE IX**

**DISSOLUTION:** In the event of the dissolution of the corporation and the discontinuance of its functions, the Board of Directors shall, after paying, or making provisions for the payment of, all liabilities and obligation of the corporation, transfer, distribute and convey all assets of the corporation to such church or churches or other organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine, all in accordance with the applicable provisions of the Florida Not for Profit Corporation Act.

## **ARTICLE X**

**INDEMNIFICATION:** As partial inducement to the Directors and officers of the corporation to accept such positions, the corporation is and shall henceforth be obligated to indemnify and hold harmless all directors and officers of the corporation, whether or not their terms shall have expired, from any loss and liability or claimed liability of every kind whatsoever which they may at any time pay or incur as a direct or indirect consequence of any actions taken

or omitted or alleged to have been taken or omitted by the Corporation, by other directors or officers or by themselves as such directors and officers, excepting only such as may be paid or incurred in relation to matters as to which they, respectively, shall be adjudged by action, suit or proceeding to be liable for gross negligence or misconduct in the performance of their duties for the corporation. Such indemnification shall be cumulative and not exclusive of any other rights to which the directors or officers may be entitled under any laws, agreements, corporate actions or otherwise.

## ARTICLE XI

**INCORPORATOR:** The name and address of the incorporator is as follows:

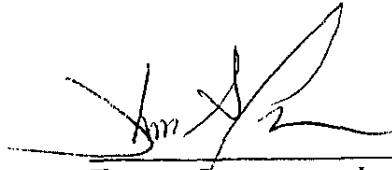
**NAME**

Tommy Lassmann

**ADDRESS**

c/o Superior Bank  
2260 Highway 71  
Marianna, FL 32448

**IN WITNESS WHEREOF**, I, the said incorporator, have hereunto set my hand on this the 8th day of January, 2009.

  
\_\_\_\_\_  
**TOMMY LASSMANN, Incorporator**

***Prepared by:***

Frank E. Bondurant  
Florida Bar No. 0520330  
Bondurant & Fuqua, P.A.  
Attorneys at Law  
Post Office Box 1508  
Marianna, Florida 32447  
(850) 526-2263

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for THE HISTORIC RUSS HOUSE ENDOWMENT FOUNDATION, INC. at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 8th day of January, 2009.

  
FRANK E. BONDURANT

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AND  
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