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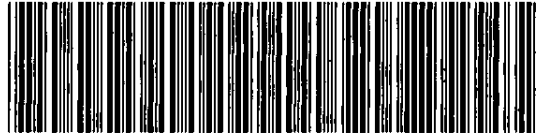
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2009 OCT 30 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bush NOV 02 2009

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WASHBURN FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EMILY K. DILLOW
Name (Printed or typed)

50 NORTH LAURA STREET, SUITE 2925
Address

JACKSONVILLE, FL 32202
City, State & Zip

904-354-8080
Daytime Telephone number

EDILLOW@DONAHOOBALL.COM
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WASHBURN FOUNDATION, INC.

The undersigned incorporator to these Articles of Incorporation, hereby executes said Articles of Incorporation for the purpose of forming a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida.

ARTICLE 1. NAME AND ADDRESS

The name of the corporation and the street address of the initial principal office is Washburn Foundation, Inc., 3590 St. Johns Avenue, Jacksonville, FL 32205. The mailing address of the corporation shall be the same as the street address.

ARTICLE 2. DURATION

This corporation is to exist perpetually.

ARTICLE 3. PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 50 North Laura Street, Suite 2925, Jacksonville, FL 32202, and the name of the initial registered agent is Thomas M. Donahoo, Jr..

I hereby state that I am familiar with the obligations of, and accept appointment as registered agent on behalf of WASHBURN FOUNDATION, INC.


THOMAS M. DONAHOO, JR.

ARTICLE 5. BOARD OF DIRECTORS

This corporation shall have nine (9) directors initially. The manner in which the directors are elected or appointed is set forth in the Bylaws of the corporation. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Paulsen	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Rich McDermott	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Jerry DiMarco	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Bruce Kolbezen	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Harry Mosco	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Marilyn Blaustein	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
Chris Smith	c/o 3590 St. Johns Avenue Jacksonville, FL 32205
James Holt	3590 St. Johns Avenue Jacksonville, FL 32205
T. Carey Chamberlin	c/o 3590 St. Johns Avenue Jacksonville, FL 32205

ARTICLE 6. INCORPORATOR

The name and post office address of the Incorporator to these Articles of Incorporation are:

NAME

ADDRESS

Thomas M. Donahoo, Jr.

50 N. Laura Street, Suite 2925
Jacksonville, FL 32202

ARTICLE 7. DISSOLUTION AND DISTRIBUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 8. MISCELLANEOUS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply:

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

(2) 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) or 2055 of the Code.

(4) If the corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the following provisions shall apply:

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 9. INDEMNIFICATION

The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding pursuant to the provisions of Section 617.0831 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 24th day of October, 2009, for the purpose of forming this non-profit corporation under the Non-Profit Corporation Law of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


THOMAS M. DONAHOO, JR.

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TALLAHASSEE, FLORIDA