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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FIRST AMERICA FOUNDATION, INC.**

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July 13, 2010

FLORIDA DEPARTMENT OF STATE

UPCHURCH, BAILEY & UPCHURCH, P.A. Division of Corporations

SUBJECT: FIRST AMERICA FOUNDATION, INC.  
REF: W10000032874

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**FIRST AMERICA FOUNDATION, INC.**

**ARTICLES OF INCORPORATION**

The undersigned hereby form a nonstock, nonmember corporation not for profit ("Corporation") under the provisions of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act") and adopt these articles of incorporation for the Corporation as follows:

**ARTICLE I  
NAME**

The name of the Corporation is First America Foundation, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation are 5252 Shawland Road, Jacksonville, Florida 32254.

**ARTICLE III  
PURPOSES**

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, as amended (the "Code"). The purposes of the Corporation shall be focused upon, and shall be limited to, commemorating (i) the 450<sup>th</sup> anniversary of the founding, at the location now known as St. Augustine, Florida, of the first permanent European settlement in America ("Founding"), as well as (ii) the significance of St. Augustine and vicinity in the history of America, both before and after the Founding. Such purposes shall include, but shall not be limited to, raising funds, employing a staff, engaging the services of independent contractors, distributing property (including cash) to distributees that meet the requirements set forth below, and the funding of efforts, undertakings, events, activities and programs. Every distributee of the Corporation must be an organization that is both selected by the Board of Directors of the Corporation (the "Board") in its discretion and either a tax-exempt organization under Section 501(c)(3) of the Code or a federal, state, or local government. Any distribution must be used for a public purpose.

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#### **ARTICLE IV RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to, its Incorporators, 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 Article II. 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 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(2) of the Code.

#### **ARTICLE V DISSOLUTION**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to any or all of the governments of the United States of America, the State of Florida, the County of St. Johns, or the City of St. Augustine, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organization as that court shall determine are organized and operated exclusively or such purposes.

#### **ARTICLE VI MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VII BOARD OF DIRECTORS**

7.1 Number. The Board shall consist of no fewer than three (3) Directors.

7.2 Initial Board. In accordance with Section 617.0205(1)(b)2 of the Act, the Incorporators shall hold an organizational meeting at the call of a majority of the Incorporators to elect the initial Board of Directors who shall complete the organization

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of the Corporation. Thereafter, the method of election of Directors shall be as stated below and in the bylaws of the Corporation.

**7.3 Election and Terms.**

(i) After the initial Board is elected by the Incorporators pursuant to Section 7.2, all Directors and their successors shall be elected as provided in this Section 7.3 and in the bylaws of the Corporation.

(ii) The Directors shall by majority vote at any annual, regular, or special meetings, elect new Directors after consideration of nominations presented by the nominating committee of the Board, if any.

(iii) Every Director shall serve one (1) term of four (4) years. A Director shall not serve consecutive terms. Terms shall commence at the close of the meeting at which the director is elected. No individual shall be named or elected as a Director without his or her prior or concurrent consent.

**7.4 Removal; Vacancies.** A majority of the Directors may remove any member with or without cause, and any vacancy shall be filled in accordance with Section 7.3(ii).

**ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered agent and office of the corporation shall be Donald W. Wallis, at 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084, in the County of St. Johns, Florida, who is a resident of Florida and a member of The Florida Bar. The Board of Directors may replace the registered agent at any time.

**ARTICLE IX  
LIMIT ON LIABILITY AND INDEMNIFICATION**

**9.1 Definitions.** For purposes of this Article, the following definitions shall apply:

(i) "Corporation" means this Corporation only and no predecessor or other legal entity;

(ii) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(iii) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(iv) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(v) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

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(vi) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

9.2 Limit on Liability. To the full extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability, to a corporation or otherwise, of the directors or officers of that corporation, the liability of the directors and officers of the Corporation shall be so limited or eliminated.

9.3 Indemnification of Members and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by, or in the right of, the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expense as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 9.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by law; provided, however, that if a majority of the Board has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board and such person. Unless a determination has been made that indemnification is not permissible, the Corporation may make advances and reimbursements for the expenses that a director or officer incurs in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to the ability of such director or officer to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify, and make advances and reimbursements for expenses to, any of its directors or officers to the same extent provided in this Section 9.3.

9.4 Indemnification of Others. The Corporation may, but shall not be required to, to a lesser extent or to the same extent as it is required by Section 9.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, or the officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 9.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case

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shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. The provisions of this Section 9.4 shall not limit any person's rights under Section 9.3 of this Article.

9.5 Miscellaneous. The rights of each person entitled to indemnification under this Article IX shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article also may be counsel for the corporation. Indemnification pursuant to this Article IX shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent that he or she is indemnified by another party, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability that it may have under this Article IX or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article IX shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article IX or its application to any person or circumstance is held to be invalid by a court of competent jurisdiction, such invalidity shall not affect other provisions or applications of this Article IX and, to this end, the provisions of this Article IX shall be severable.

9.6 Effect of Amendments. No amendment, modification or repeal of this Article IX shall diminish the rights provided hereunder that arose from conduct or events that occurred before the adoption of such amendment, modification or repeal.

## ARTICLE X INCORPORATORS

The names and addresses of the Incorporators are:

Colin A. Bingham

30 Fullerwood Drive  
St. Augustine, Florida 32084

Donald W. Wallis

3425 Lands End Drive  
St. Augustine, Florida 32084

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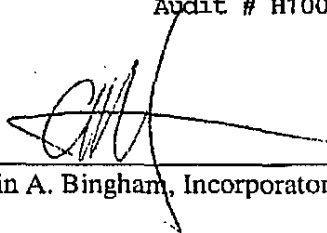
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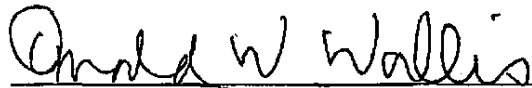
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Dated: July 9, 2010

  
Colin A. Bingham, Incorporator

Dated: July 9, 2010

  
Donald W. Wallis, Incorporator /Registered Agent

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