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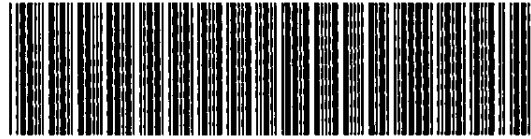
(Business Entity Name)

(Document Number)

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2010 DEC 27 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Birch DEC 28 2010

COVER LETTER

12-21-2010

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

SUBJECT: THE WINESTOCK 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: Madina M. Scott, Paralegal  
Name (Printed or typed)

3350 Riverwood Parkway, Suite 1600  
Address

Atlanta, GA 30339  
City, State & Zip

770-857-4795  
Daytime Telephone number

jimwinestock@aol.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**  
**FOR**  
**THE WINESTOCK FOUNDATION, INC.**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is THE WINESTOCK FOUNDATION, INC.

**ARTICLE II**

This Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

**ARTICLE III**

The Corporation shall have all statutory powers granted to not-for-profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation. Additionally, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or

governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

#### **ARTICLE IV**

The purpose of this Corporation is to operate 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 1986, as amended from time to time (hereinafter referred to herein as the "Code"), or any corresponding section of any future federal tax code.

#### **ARTICLE V**

The initial street and mailing address for the principal place of business of the Corporation are c/o James F. Winestock, 1650 Margaret Street, #302, Jacksonville, Florida 32204.

#### **ARTICLE VI**

The name and address of the initial registered agent are: James F. Winestock, 1650 Margaret Street, #302, Jacksonville, Florida 32204.

#### **ARTICLE VII**

The Bylaws of the Corporation may be amended or rescinded by the Board of Directors in accordance with the provisions contained in the Bylaws.

### **ARTICLE VIII**

The initial Board of Directors of the Corporation shall consist of seven (7) Directors. The number of Directors may be either increased or diminished from time to time by the Directors of the Corporation, but shall never be less than five (5). The Directors shall be elected in accordance with the provisions contained in the Bylaws. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Board of Directors of the Corporation, or until successors have been elected and qualified, are as follows:

James F. Winestock  
1650 Margaret Street, #302  
Jacksonville, FL 32204

Chassidy A. Winestock, Esq.  
199 14th Street, #1403  
Atlanta, GA 30309

Jessica C. Winestock  
142 Long Island Way, NW  
Atlanta, GA 30327

Elizabeth A. Winestock, LCSW  
142 Long Island Way, NW  
Atlanta, GA 30327

Dr. Flora Johnson Winestock  
32 Gurley Avenue  
Greenville, SC 29605

Edward L. Ivory  
1239 Salt Marsh Lane  
Orange Park, FL 32003

### **ARTICLE IX**

The officers of the Corporation shall be a president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

President:	James F. Winestock 1650 Margaret Street, #302 Jacksonville, FL 32204
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Secretary: Chassidy A. Winestock, Esq.  
199 14th Street, #1403  
Atlanta, GA 30309

Treasurer: Jessica C. Winestock  
142 Long Island Way, NW  
Atlanta, GA 30327

### **ARTICLE X**

The name and address of the initial incorporator shall be James F. Winestock, 1650 Margaret Street, #302, Jacksonville, Florida 32204.

### **ARTICLE XI**

The Corporation shall have no members.

### **ARTICLE XII**

No substantial part of the activities of this Corporation shall be for 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 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 federal internal revenue law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code (or corresponding provision of any future federal internal revenue law).

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### **ARTICLE XIII**

No part of the 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 Article IV hereof.

### **ARTICLE XIV**

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of the members of the Board of Directors.

### **ARTICLE XV**

So long as this Corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the Corporation will not be subject to the tax under Section 4942 of the Code; and further the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

### **ARTICLE XVI**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by

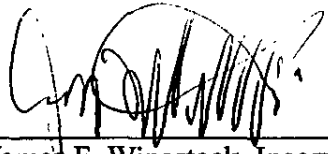
or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or Officer may be entitled.

#### **ARTICLE XVII**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article IV hereof to an organization, or organizations, organized and operated exclusively for charitable, religious, educational, or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Code (or corresponding provision of any future federal law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.



IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Atlanta, Fulton County, Georgia, this 7<sup>th</sup> day of December, 2010.

  
James F. Winestock, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities registered agent for said Corporation.

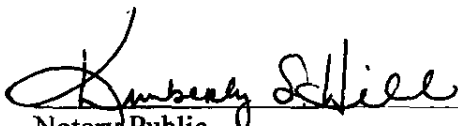
  
James F. Winestock, Registered Agent

FILED  
2010 DEC 27 PM 4:42  
SECRETARY OF STATE  
FALLS CHURCH, VIRGINIA

STATE OF GEORGIA    }  
COUNTY OF FULTON   }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared James F. Winestock, to me known to be the persons described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid this 7<sup>th</sup> day of December, 2010

  
Notary Public  
State of Georgia  
My Commission Expires: 10/23/2013

(Doc#625164v2)

