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CARLTON FIELD TPA

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Wanamaker Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
WANAMAKER FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

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**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: Wanamaker Foundation, Inc. The principal place of business address is: 777 S. Flagler Dr., Suite 800, West Tower, West Palm Beach, FL 33401, and the mailing address is: PO Box 3248, Palm Beach, FL 33480.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for educational and charitable purposes, including, but not limited to providing grants to other charitable organizations that focus on youth and historic preservation.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV**

**Members**

The Corporation shall have no members.

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at such address is CFRA, LLC.

**ARTICLE VI**  
**Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
John Wanamaker-Leas	PO Box 3248 Palm Beach, FL 33480
Susan Wanamaker-Leas	PO Box 3248 Palm Beach, FL 33480
Nathaniel Kerr	PO Box 3248 Palm Beach, FL 33480

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Cristin C. Keane	4221 West Boy Scout Blvd., Suite 1000 Tampa, Florida 33607

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

## **ARTICLE X**

### **Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

## **ARTICLE XI**

### **Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**Section 3. Private Foundation Limitations.** At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation:

(a) shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;

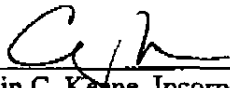
(b) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

(c) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

(d) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and

(e) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

The undersigned incorporator has executed these articles of incorporation this 2<sup>nd</sup> day of August, 2011.

  
\_\_\_\_\_  
Cristin C. Keane, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 2<sup>nd</sup> day of August 2011.

Registered Agent

CFRA, LLC  
a Florida limited liability company

By: \_\_\_\_\_

  
Cristin C. Keane

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