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(City/State/Zip/Phone #)

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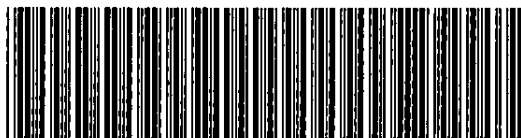
(Business Entity Name)

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DIVISION OF CORPORATIONS
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COVER LETTER

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

SUBJECT: The Anita and Julian Saul 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: Bo Harris

Name (Printed or typed)

6 Concourse Parkway, Suite 600

Address

Atlanta, GA 30328

City, State & Zip

770-396-1100

Daytime Telephone number

bharris@itllp-law.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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ARTICLE I -- NAME

ARTICLE II – PRINCIPAL OFFICE

ARTICLE III – PURPOSE

2. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or 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 this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication 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 United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

3. 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 (or the corresponding provision of any future United States Internal Revenue Law).

4. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

5. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

6. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code (or the corresponding provision of any future United States Internal Revenue Law).

7. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code (or any corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – MANNER OF ELECTION

The manner in which the directors are elected and appointed shall be stated in the Bylaws of the Corporation.

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS

The initial Board of Directors shall consist of the following individuals: JULIAN D. SAUL, ANITA SAUL, MATTHEW SAUL and ANDREA SAUL.

ARTICLE VI – REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is:

Name: Michael Gold
Address: 6 Concourse Parkway
Suite 600
Atlanta, GA 30328

ARTICLE VIII – LIMITATIONS ON DIRECTORS' LIABILITY

Liability of all directors of the Corporation to the Corporation or its members for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by law.

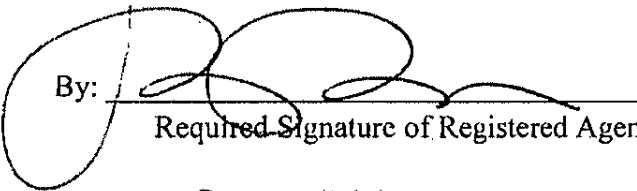
ARTICLE IX – DISSOLUTION

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

[The remainder of this page is intentionally left blank]

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

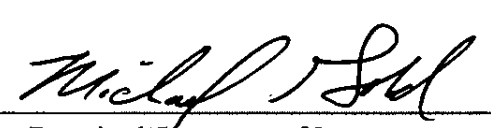
CORPORATION SERVICE COMPANY

By: 
Required Signature of Registered Agent

Dona L. Priebe, Assistant VP

12-23-11
Date

I submit this document and affirm that the facts slated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator

12/23/11
Date

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