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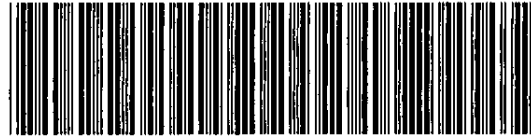
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RAHDERT, STEELE, REYNOLDS & DRISCOLL, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT
ALISON M. STEELE
THOMAS E. REYNOLDS (1948-2010)
TIMOTHY P. DRISCOLL
ANNE H. ARSENAULT

TELEPHONE
(727) 823-4191
FACSIMILE
(727) 823-6189

OF COUNSEL
JESSE L. SKIPPER

March 23, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

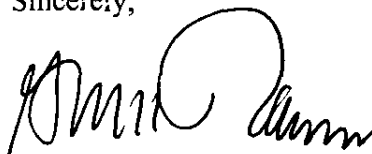
Via FedEx Priority Overnight

Re: The Poynter Institute Foundation, Inc.

To Whom It May Concern:

Enclosed are one (1) original and one (1) copy of the Articles of Incorporation and check for \$87.50 for filing fee, certified copy, and certificate for the above-referenced Florida non-profit corporation. If you have any questions or concerns, please do not hesitate to contact me. Thank you for your kind attention to this matter.

Sincerely,



George K. Rahdert, Esq.

cc: Dr. Karen Brown Dunlap
Andy Corty
File

Enclosures

**ARTICLES OF INCORPORATION
OF
THE POYNTER INSTITUTE FOUNDATION, INC.**

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In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not for profit business corporation.

ARTICLE I – CORPORATE NAME

The name of the corporation shall be: The Poynter Institute Foundation, Inc.

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the principal office of the corporation is: 801 Third Street South, St. Petersburg, Florida 33701

ARTICLE III – PURPOSE

The corporation is organized exclusively for charitable and educational 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 tax code. It is a not for profit organization empowered to promote education with an emphasis on the study of journalism, and to assist other not for profit organizations with similar charitable or educational purposes. All actions of the corporation shall be consistent with section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

The purposes of this corporation shall be limited to one or more of the purposes set forth in section 509(a)(3)(A) of the Internal Revenue Code. The corporation is not expressly empowered to engage in activities which are not in furtherance of the purposes set forth in section 509(a)(3)(A) of the Internal Revenue Code. The corporation is to be operated on behalf of and in support of The Poynter Institute for Media Studies, Inc. The corporation is expressly not empowered to operate to support or benefit any organization other than The Poynter Institute for Media Studies, Inc.

ARTICLE IV – MANNER OF ELECTION

The manner in which the Trustees are elected or appointed shall be as stated in the Bylaws.

ARTICLE V – INITIAL OFFICERS AND TRUSTEES

The initial Board of Trustees shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the corporation's Bylaws but shall never be less than three (3). The names and addresses of the persons who will serve on the initial Board of Trustees are:

Names:

Addresses:

Dr. Karen Brown Dunlap
President/Trustee

801 Third Street South
St. Petersburg, Florida 33701

Paul C. Tash
Chairman of the Board

801 Third Street South
St. Petersburg, Florida 33701

Jana L. Jones
Treasurer/Trustee

801 Third Street South
St. Petersburg, Florida 33701

ARTICLE VI - RESTRICTIONS ON CORPORATE POWERS

The corporation shall possess all powers granted to not for profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations, and in addition thereto, the following restrictions shall apply.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures, payments, and distributions in furtherance of the purposes set forth in Article III hereof. 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. 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 Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The corporation is not organized or operated for the benefit of private persons or interests. All assets of the corporation will be permanently dedicated to an exempt purpose as defined under 501(c)(3) of the Internal Revenue Code.

ARTICLE VII – DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII – REGISTERED AGENT

The name and street address of the registered agent is:

Name:

Address:

George K. Rahdert, Esq.

535 Central Avenue
St. Petersburg, Florida 33701

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ARTICLE IX – INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name:

Address:

Dr. Karen Brown Dunlap

801 Third Street South
St. Petersburg, Florida 33701

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation may be proposed by any of the members or by the Board of Trustees at any regular or special meeting of the members or Trustees, and shall be ratified and approved by a majority of the members.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

I submit this document and affirm that the facts stated 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.

March 22, 2012
Date


Dr. Karen Brown Dunlap
Dr. Karen Brown Dunlap
Incorporator

ACCEPTANCE OF RESIDENT AGENT

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.

Date

3/23/12


George K. Rahdert, Esq.
Registered Agent

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