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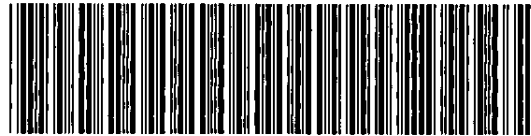
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TALLAHASSEE, FLORIDA

MRS
4/11/12

Kathleen Hampton
Requester's Name

106 N. Borough St
Address

Fuller Ave Fl. 32301
City/State/Zip

(850) 225-5052
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRU-DAVIS Productivity Awards Foundation, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION OF THE PRUDENTIAL - DAVIS
PRODUCTIVITY AWARDS FOUNDATION, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this Corporation is The Prudential - Davis Productivity Awards Foundation, Inc.

ARTICLE II.

Duration

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organization which themselves are exempt as organization 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 Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purpose

The primary purpose for which this Corporation is organized is to administer the Prudential - Davis Productivity Awards program recognizing exemplary achievements by governmental employees; to ensure the Prudential - Davis Productivity Awards program's continued value, independence and impartial judgment and integrity of excellent public service; to continue Florida TaxWatch's responsibility for annually conducting an independent evaluation of the Prudential - Davis Productivity Awards

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nominations; to help fund the Prudential - Davis Productivity Awards program in perpetuity and exercise stewardship over its public and private funding; to act as an instrument of public information and education regarding the Prudential - Davis Productivity Award achievements; and to promote adaption and replications of Prudential - Davis Productivity achievements where applicable throughout state and local government in order to leverage their value.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV.

Dedication of Assets

All of the funds and other property of this Corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the Corporation. No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, trustees, officers, employees or any other personal except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Membership

Each member of the Board of Trustees shall be a voting member of the Corporation. Any individual, business, organization, philanthropic or corporate foundation paying dues and fees as provided in the bylaws or making contributions, and agreeing to be bound by the articles and the bylaws, and by such rules and regulations as the Board of Trustees may from time to time adopt, are eligible for membership in the Corporation. The Board of Trustees shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE VI.

Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The street address of the principal office of the Corporation is 106 North Bronough Street, City of Tallahassee, County of Leon, and State of Florida 32301.

The street address of the initial registered office of the Corporation is 106 North Bronough Street, City of Tallahassee, County of Leon, and State of Florida 32301.

The name of the initial registered agent at such address is Dominic M. Calabro.

ARTICLE VII.

Initial Trustees

There shall be four trustees constituting the initial Board of Trustees.

The names and addresses of the members who are to serve as an initial Trustees are as follows:

Marshall Criser, III, President-Florida
AT&T
150 West Flagler Street, Suite 1901
Miami, Florida 33130

Steve Evans
101 N. Monroe Street, Suite 750
Tallahassee, Florida 32301

Dominic M. Calabro, President and CEO
Florida TaxWatch, Inc.
106 N. Bronough Street
Tallahassee, Florida 32301

John B. Zumwalt, III, President
The Zumwalt Company
10203 Tarpon Springs Road
Odessa, Florida 33556

Four members of the Board of Trustees shall be chosen by, and may be removed and replaced by, Florida TaxWatch Research Institute, Inc. (d.b.a. Florida TaxWatch, Inc.)

Two members of the Board of Trustees may be chosen by, and may be removed and replaced by, Florida Council 100, Inc.

Trustees will serve for terms set by the Board of Trustees. Terms shall be staggered in such a manner that the terms of an approximately equal number of Trustees expires each year. Each Trustee will hold office for the term for which elected and until a successor has been selected and qualified.

ARTICLE VIII.

Incorporator

The name and address of the incorporator of this Corporation is Dominic M. Calabro, 106 North Bronough Street, Tallahassee, Florida 32301.

ARTICLE IX.

Indemnification of Trustees and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or

on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Trustee, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or officer seeks indemnification were properly incurred and that such Trustee or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such

determination shall be made either (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suite or proceeding.

(c) The Corporation shall be entitled to assume that defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

(a) **Board of Trustees:** The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the Corporation shall be four; provided, however, that such number may be changed by unanimous action of the Trustees. The Board of Trustees shall consist of such persons as may be chosen from time to time by a majority of the members. Each Trustee shall serve until his successor is named by the Board of Trustees.

(b) **Corporate Officers:** The President and Chief Executive Officer of Florida TaxWatch Research Institute, Inc., (d.b.a. Florida TaxWatch, Inc.) or his or her designee, shall be the president and chief executive officer of this Corporation. The Board of Trustees shall elect such additional officers as the bylaws of this Corporation may authorize the Trustees to elect from time to time. Such additional officers shall be initially elected at the organized meeting of the Board of Trustees.

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ARTICLE XI.

Amendment of Articles of Incorporation

These articles may be amended by vote of a majority of the Trustees then serving.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit Corporation under the Laws of the State of Florida has executed these articles of incorporation on 9th day of April, 2012.

Dominic M. Calabro
DOMINIC M. CALABRO

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Dominic M. Calabro, to me personally, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and official seal on this 9th day of April, 2012.

Kathleen L. Hampton

NOTARY PUBLIC

Printed Name: Kathleen L. Hampton

My commission expires: 6/26/14



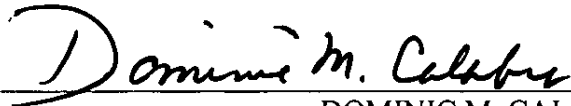
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statute Section 48.091 and 607.304, the following is submitted:

The Prudential - Davis Productivity Awards Foundation, Inc., desiring to organize as a Corporation under the laws of the State of Florida, has designated Dominic M. Calabro, 106 North Bronough Street, Tallahassee, Florida 32301, as its initial Registered Agent and Office.

By: 
DOMINIC M. CALABRO
Incorporator

Having been named Registered Agent for the above stated Corporation, at the Designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


DOMINIC M. CALABRO

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