

N12000006452

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
H. Angela Whitman Foundation, Inc.

Table with 2 columns: Item and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (01), and Estimated Charge (\$78.75).

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**ARTICLES OF INCORPORATION
OF
H. ANGELA WHITMAN 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:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: H. Angela Whitman Foundation, Inc. The principal place of business and mailing address is c/o SunTrust Bank, 9600 Collins Avenue, Bal Harbour, FL 33154, Attn: Jose Mendez.

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 charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to, the preservation of tropical plants and flowers.

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.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

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PROVISIONAL

ARTICLE V
Initial Registered Office and Agent

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

ARTICLE VI
Directors

The Corporation shall have five (5) 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>
Robert Kuhn	c/o GenSpring Family Offices 701 Brickell Avenue Suite 2100 Miami, Florida 33131
Raymond Kuhn	c/o GenSpring Family Offices 701 Brickell Avenue Suite 2100 Miami, Florida 33131
Anne Stoltz	c/o GenSpring Family Offices 701 Brickell Avenue Suite 2100 Miami, Florida 33131
H. Angela Whitman	c/o GenSpring Family Offices 701 Brickell Avenue Suite 2100 Miami, Florida 33131
Marsha Madorsky	100 S.E. Second Street Suite 4200 Miami, FL 33131

ARTICLE VII
Incorporator

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

<u>Name</u>	<u>Address</u>
Marsha Madorsky	100 S.E. Second Street Suite 4200 Miami, FL 33131

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 Code §§ 501(c)(3) and 170(c)(2), 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.

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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;

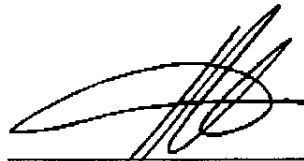
(b) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

(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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of June, 2012.



Marsha Madorsky, Incorporator

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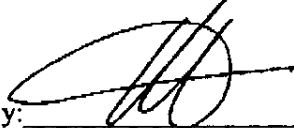
ACCEPTANCE BY REGISTERED AGENT

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 26th day of June, 2012.

Registered Agent

CFRA, LLC
a Florida limited liability company

By: 

Marsha Madorsky

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