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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Folded Flag Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
THE FOLDED FLAG FOUNDATION, INC.**

The undersigned, acting as incorporator of The Folded Flag Foundation, Inc., under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is The Folded Flag Foundation, Inc. (the "Corporation").

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are:

601 Riverside Avenue, T-1  
Jacksonville, FL 32204

**ARTICLE III. DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable, scientific, religious, literary, testing for public safety, or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes for which the Corporation is organized include, but are not limited to:

- A. Awarding scholarships or other educational grants to or for the benefit of children of those members of the United States military who have lost their lives in defense of their country and to or for the benefit of children of other employees of the United States government performing in combat roles who have lost their lives in defense of their country;
- B. Providing a temporary living allowance and funds for education to spouses of members of the United States military who have lost their lives in defense of their country and to spouses of other employees of the United States government performing in combat roles who have lost their lives in defense of their country;

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C. Otherwise furnishing assistance to families of members of the United States military who have lost their lives in defense of their country and to families of other employees of the United States government performing in combat roles who have lost their lives in defense of their country;

D. Accepting, holding, administering, investing and disbursing for such purposes or for other scientific, educational, literary, charitable or religious purposes, such funds as may from time to time be given to it by any person, persons or corporations; and receiving gifts from, and making financial and other types of contributions and assistance to, scientific, educational, literary, charitable and religious organizations; and

E. Engaging in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of the State of Florida and of the United States.

The Corporation shall have and exercise all powers and authority now or hereafter conferred upon not for profit organizations in the State of Florida in furtherance of the foregoing stated purposes.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

A. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

**ARTICLE VI. MEMBERS**

The Corporation shall have one or more classes of members, as provided in the Bylaws of the Corporation. The number of classes of members, the qualifications and rights of each class of members, and the manner of selection of the members of each class shall all be provided in the Bylaws of the Corporation. The Corporation shall not issue capital stock.

**ARTICLE VII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three (3). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are:

Fred Schremp

One Overton Park  
3625 Cumberland Boulevard SE, Suite 800  
Atlanta, GA 30339

Peter T. Sadowski

601 Riverside Avenue, T-1  
Jacksonville, FL 32204

William P. Foley II

601 Riverside Avenue, T-1  
Jacksonville, FL 32204

**ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT**

The Corporation designates 1200 South Pine Island Road, Plantation, Florida 33324 as the street address of the initial registered office of the Corporation and names CT Corporation System as the Corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Harold R. Bucholtz	Holland & Knight LLP 800 17 <sup>th</sup> Street, N.W. Suite 1100 Washington, D.C. 20006

#### ARTICLE XI. DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for paying all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations that are themselves at that time exempt from federal income taxation as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction 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 for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

#### ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the Board of Directors of the Corporation.

#### ARTICLE XIII. BYLAWS

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Directors of the Corporation.

#### ARTICLE XIV. INDEMNIFICATION

A. The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

B. The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation on April 9 2014.

Harold R. Bucholtz  
Harold R. Bucholtz  
Incorporator

**DISTRICT OF COLUMBIA**

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 2014, by Harold R. Bucholtz who is personally known to me and did not take an oath.



Stephanie V. Smith

Print Name: STEPHANIE V. SMITH  
Notary Public, District of NOTARY PUBLIC DISTRICT OF COLUMBIA  
Columbia at Large  
My Commission Expires: My Commission Expires January 31, 2016

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That The Folded Flag Foundation, Inc. desiring to organize under the laws of the State of Florida, has named CT Corporation System as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 10 <sup>th</sup> day of April, 2014.

CT CORPORATION SYSTEM

By: Connie Bryon

Connie Bryon  
Registered Secretary

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