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FLORIDA PROFIT/NON PROFIT CORPORATION

The Gannett Foundation of Florida, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****THE GANNETT FOUNDATION OF FLORIDA, INC.**

These Articles of Incorporation (the "*Articles*") are hereby made and acknowledged by the undersigned, to be filed with the Department of State, Division of Corporations, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I****NAME AND ADDRESS**

(a) The name of the corporation shall be THE GANNETT FOUNDATION OF FLORIDA, INC. (the "*Corporation*").

(b) The street address of the initial principal office of the Corporation shall be 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

(c) The mailing address of the Corporation shall be 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

**ARTICLE II****TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III****PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in paragraph (b), the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws (collectively, the "*Minimum Distribution Laws*"). Notwithstanding the foregoing, no amount of the Corporation's income in excess of the amount required to be distributed (so as to avoid the tax on undistributed income under the Minimum Distribution Laws), is required to be distributed.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) Notwithstanding any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV

##### POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

**ARTICLE V****MEMBERS**

- (a) The Corporation shall have one class of members.
- (b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the Corporation.

**ARTICLE VI****DIRECTORS**

- (a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.
- (b) The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

- (1) John H. Gannett  
1801 SE 24<sup>th</sup> Road #130  
Ocala, Florida 34471
- (2) Genie L. Gannett  
P.O. Box 188  
Manchester, Maine 04351
- (3) Terry Gannett Hopkins  
4600 NE 112<sup>th</sup> Avenue  
Silver Springs, Florida 34488

- (c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors.

**ARTICLE VII****BYLAWS**

The initial bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

**ARTICLE VIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles shall be as prescribed by Florida law.

**ARTICLE IX**

**DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

**ARTICLE X**

**REGISTERED OFFICE AND REGISTERED AGENT**

- (a) The street address of the Corporation's initial registered office is 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.
- (b) The name of the Corporation's initial registered agent at that address is Robert H. Waltuch.


**ARTICLE XI**

**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

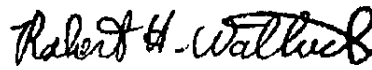
Robert H. Waltuch  
4301 W. Boy Scout Blvd., Suite 300  
Tampa, Florida 33607

IN WITNESS WHEREOF, I have executed these Articles on April 18, 2014.

  
Robert H. Waltuch

**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Sections 617.0501 and 617.0503 of the Florida Statutes.



Robert H. Waltuch

Registered Agent

Date: April 18, 2014.

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