

WF000000004845

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H180001395383)))



H180001395383ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614) 280-3338  
Fax Number : (954) 208-0845

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

2018 MAY -3 PM 2:57

FLORIDA DEPARTMENT OF REVENUE  
BUREAU OF COMMERCIAL INFORMATION SERVICES

FLORIDA PROFIT/NON PROFIT CORPORATION  
THE RUSH AND KATHRYN ADAMS LIMBAUGH FAMILY FOUNDATION

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2018 MAY -3 AM 10:52

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

MAY 04 2018

K. PAGE

**ARTICLES OF INCORPORATION  
OF  
THE RUSH AND KATHRYN ADAMS LIMBAUGH FAMILY FOUNDATION, INC.  
(A Florida Not-for-Profit Corporation)**

The undersigned, an authorized natural person, represents that the undersigned desires to form a not-for-profit corporation pursuant to the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617 (the "Florida Act"), and that the undersigned has executed these Articles of Incorporation in compliance with the requirements of the Florida Act. The undersigned further states as follows:

1. **Name.** The name of the not-for-profit corporation is THE RUSH AND KATHRYN ADAMS LIMBAUGH FAMILY FOUNDATION, INC. (the "Corporation").
2. **Address of Initial Principal Office.** The street address and mailing address of the initial principal office of the Corporation are as follows:

**Street Address:**

The Rush and Kathryn Adams Limbaugh Family Foundation, Inc.  
5070 PGA Boulevard, Suite 208  
Palm Beach Gardens, Florida 33418

**Mailing Address:**

The Rush and Kathryn Adams Limbaugh Family Foundation, Inc.  
P.O. Box 2795  
Palm Beach, Florida 33480

3. **No Capital Stock.** The Corporation is not organized for profit; it shall not authorize or issue any capital stock.

4. **Mission and Purpose:**

4.1 **Mission and Purpose.** The exclusive mission and purpose of the Corporation is as follows:

(a) To conduct and/or contribute to, support, and advance educational and charitable activities and causes, including without limitation the making of grants and distributions to or for the benefit of individuals and to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States internal revenue law) (such an organization, an "Eligible Exempt Recipient") for such educational and charitable purposes; and, more specifically, to receive, hold, manage, administer, apply, and disburse funds for such educational and charitable purposes, all for the public, as more particularly set forth in these

Articles of Incorporation and/or the Corporation's Bylaws as originally adopted and as may be amended from time to time (the "Bylaws"); and

(b) To take such actions, to exercise such powers and authority, and to engage in such activities necessary to, reasonably connected with, or appropriate, expedient, and proper to or for the effectuation and accomplishment of the educational and charitable object and purposes set forth in these Articles of Incorporation and/or the Bylaws, in each case which may be legally done or exercised by not-for-profit corporations organized under the Florida Act or any successor statute (the object, purposes, activities, and functions set forth in this Section 4.1 collectively, the "Purpose").

4.2 Funding and Related Matters. The Corporation is authorized:

(a) To receive (whether by gift, contribution, bequest, devise, purchase, or lease, or otherwise), take title to, hold, manage, invest, administer, disburse, and distribute funds and any other properties and assets (whether real property or personal property, and whether tangible or intangible) for or in furtherance of the Purpose or any component thereof, without limitation as to amount of value, except such limitations, if any, as may be imposed by applicable law, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws;

(b) To grant, disburse, assign, sell, convey, and dispose of any property, to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for or in furtherance of the Purpose or any component thereof, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws;

(c) To receive and take title to any property and assets (whether real property or personal property, and whether tangible or intangible), outright or in trust, under the terms and conditions of any deed of gift, will, deed of trust, or other instrument, for or in furtherance of the Purpose or any component thereof, in each case in accordance with these Articles of Incorporation and the Bylaws, and, in administering the same, to carry out the directions and to exercise the powers contained in the deed, declaration or agreement of trust, or other instrument under which such property is received, including the expenditure of the principal as well as the income, as applicable, in accordance with the provisions of these Articles of Incorporation and the Bylaws; provided, however, that the Corporation shall not receive or accept any gift, contribution, bequest, devise, or other transfer of any such property if it is conditioned or limited in any manner which: (i) requires the disposition of all or any portion of the principal or income for any object or purpose other than for or in furtherance of the Purpose or any component thereof (including, without limitation, any condition or requirement for the disbursement or transfer of funds or property to a person or entity other than an Eligible Exempt Recipient (in the case of a legal entity or organization), or other than a beneficiary otherwise eligible to receive grants or awards from the Corporation in furtherance of the Purpose or any component thereof (in the case of a natural person)); or (ii) in the opinion of the Board of Directors, may jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code; and

(d) To receive, take title to, hold, manage, administer, apply, sell, otherwise deal with and disburse the proceeds and income of any stocks, bonds, obligations, or other securities of any corporation or other legal entity for or in furtherance of the Purpose or any component thereof, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws.

#### 4.3 Limitations and Restrictions.

(a) No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, agents, or any other private persons or entities, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make grants, awards, payments, disbursements, and distributions for and in furtherance of the Purpose.

(b) No Propaganda. No substantial part of the activities of the Corporation shall be or consist of the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with and to the extent provided in Section 501(h) of the Code).

(c) No Campaign Activity. The Corporation shall not participate in or intervene in (including, without limitation, publishing or distributing statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities prohibited to be carried on or conducted: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

(d) No Unrelated Trade or Business. The Corporation shall not be operated for the primary purpose of conducting an unrelated trade or business within the meaning of Section 513 of the Code.

(e) Other Limitations: Private Foundation Matters. During any period for which the Corporation is classified as or constitutes a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not authorize, consent to, approve, ratify, or effectuate any of, and shall take commercially reasonable efforts to prevent and avoid, the following:

(i) Any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a);

(ii) The retention of any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a);

(iii) The purchase or retention of any investment which would jeopardize the effectuation of its exempt Purpose specified in these Articles of Incorporation or any component thereof, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a); or

(iv) The payment or disbursement of any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a).

(f) Other Provisions: Private Foundation Distributions. During any period for which the Corporation is classified as or constitutes a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall distribute, for or in furtherance of the Purpose, for or with respect to each tax year, an aggregate amount at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

5. No Membership. The Corporation shall have no members.

6. Management. The affairs of the Corporation shall be managed by a Board of Directors, and the Board of Directors shall be comprised of at least three (3) members. The exact number of Directors, and the manner in which the Directors shall be elected or appointed, shall be set forth in the Bylaws of the Corporation.

7. Registered Agent and Registered Address. The name of the initial registered agent of the Corporation in the State of Florida, and the street address of such initial registered agent of the Corporation in the State of Florida, are as follows:

NRAI Services, Inc.  
1200 South Pine Island Road  
Plantation, Florida 33324

8. Name and Address of Incorporator. The name and address of the Incorporator of the Corporation are as follows:

William M. Shaheen  
c/o Berger Singerman LLP  
One Town Center Road, Suite  
Boca Raton, Florida 33486

9. Effectiveness. These Articles of Incorporation shall be effective upon registration by and with the Florida Department of State, Division of Corporations.

10. Term. The Corporation shall not have a fixed date of dissolution, and shall continue in effect unless and until dissolved pursuant to applicable law.

11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors or liquidating officer or agent, after paying or making provision for the payment of all the liabilities of the Corporation, shall manage and administer all of the remaining properties and assets of the Corporation in furtherance of and in compliance with the Purpose, and shall make final disbursements, grants, and awards to any one or more Eligible Exempt Recipients or other beneficiary(ies) eligible to receive grants or awards from the Corporation in furtherance of the Purpose or any component thereof.

12. **Other Provisions.** Pursuant to its Bylaws, the Corporation may make any other terms, provisions, or requirements for the arrangement or conduct of the business, activities, and affairs of the Corporation, provided that the same shall be consistent with these Articles of Incorporation and permissible under the laws of the State of Florida and the United States.

*[Balance of page intentionally left blank; signature blocks appear on following page.]*

[Signature Page to Articles of Incorporation]

IN WITNESS WHEREOF, the undersigned Incorporator hereby submits this document on this 3 day of May, 2018, and affirms that the facts stated herein are true and correct. The undersigned Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.

By: William M. ShaheenName: William M. ShaheenAs: Incorporator

THE UNDERSIGNED, having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

NRAI SERVICES, INC.

By: Kathryn A. WiddowName: Kathryn A. WiddowTitle: Asst. Secretary