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May 16, 2023

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Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

HAND DELIVERY

SUBJECT: ***Waddell Family Apalachicola Historical Preservation Society, Inc.***
a Florida not-for-profit corporation

Dear Secretary of State:

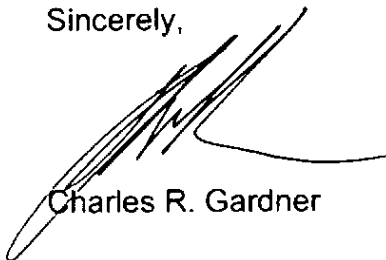
Enclosed are the following:

1. An original and one (1) copy of the *Articles of Incorporation* for the above-identified new Florida not for profit corporation; and
2. A check for \$70.00 made payable to the Florida Department of State for the filing fee.

My name and contact information for questions, comments, and copies are as follows:

Charles R. Gardner
Gardner, Bist, Bowden, Dee,
LaVia, Wright, Perry & Harper, P.A.
1300 Thomaswood Drive
Tallahassee, Florida 32308
Telephone No.: (850) 385-0070
Email Address: charles@gbwlegal.com

Sincerely,



Charles R. Gardner

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SEC. OF STATE

Articles of Incorporation
of
Waddell Family Apalachicola Historical Preservation Society, Inc.

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby files these *Articles of Incorporation* to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I
Name

The name of the corporation created by these *Articles of Incorporation* is ***Waddell Family Apalachicola Historical Preservation Society, Inc.*** (the "Corporation").

ARTICLE II
Purposes

The Corporation shall be a Not For Profit Corporation under the provisions of Chapter 617, Florida Statutes.

The Corporation is organized, and at all times hereafter shall be, operated, exclusively for public charitable uses and purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

The coastal city of Apalachicola located on the west bank of Apalachicola River where it meets the Gulf of Mexico is one of the most historic cities in the State of Florida. The town was incorporated in 1828 as *West Point* and later renamed *Apalachicola* in 1831.

The general purposes for which the Corporation is formed, include without limitation, to promote the preservation of historical buildings, structures, and areas located in Apalachicola and to provide educational opportunities related to the importance of historical preservation.

The specific purposes for which the Corporation is formed shall include, but shall not be limited to, the following:

- (a) To take remedial actions to eliminate the physical, economic, and social deterioration of certain buildings, structures, and areas within Apalachicola and thereby promote historic preservation and contribute to the betterment of Apalachicola;
- (b) To disseminate information of and promote interest in the preservation, history, culture, and architecture of Apalachicola;

- (c) To hold meetings and seminars and conduct other activities for the education and instruction of members of the public in building design and rehabilitation, economic restructuring and planning management that foster the preservation of Apalachicola, and enhance the understanding and appreciation of its history, culture, and architecture; and
- (d) To aid, work with, and participate in the activities of other organizations, individuals and public and private entities located within and outside of Apalachicola engaged in similar purposes.

The Corporation shall have full power and authority:

- (a) To seek, accept and receive gifts, grants, contributions, dues, and bequests of real and personal property;
- (b) To hold, invest, reinvest, and expend such funds and properties so received for the purposes identified in this Article II;
- (c) To borrow money and issue evidences of indebtedness in furtherance any or all of the objects of its business; and
- (d) Within and subject to the limitations of § 501 (c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these *Articles of Incorporation* including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Chapter 617, Florida Statutes.

The Corporation shall serve only the purposes and functions identified in this Article II and shall engage only in such activities as are consistent with the purposes set forth in this Article II and as are exclusively charitable and are entitled to charitable status under § 501(c)(3) of the Internal Revenue Code.

The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

- (a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in this Article II.
- (b) 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 in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code; or
- (ii) by a corporation, contributions to which are deductible for federal income tax purposes under § 170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code. All terms and provisions of these *Articles of Incorporation* and the *Bylaws* of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

ARTICLE III Members

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, other than voting, as may be provided from time to time in the *Bylaws* of the Corporation and as are not inconsistent with any provision of these *Articles of Incorporation*. Members may be divided into one or more classes. Individuals, public organizations, and private incorporated and unincorporated associations interested in the objectives and purposes of the Corporation shall be eligible for membership.

ARTICLE IV Directors

The initial Directors of the Corporation are:

James F. Waddell, III
6260 Old Water Oak Road
Tallahassee, Florida 32312

Lisa Dart Waddell
6260 Old Water Oak Road
Tallahassee, Florida 32312

Charles R. Gardner
1300 Thomaswood Drive
Tallahassee, Florida 32308

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Additional Directors of the Corporation shall be elected as set forth in the Corporation's by-laws and shall serve until their successors are elected. Until by-laws have been adopted, additional directors shall be elected as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE V

Reservation of Assets

The assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in § 501(c)(3) and § 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

ARTICLE VI

Amendments to Articles

These *Articles of Incorporation* may be amended as set forth in the Bylaws of the Corporation. Until *Bylaws* have been adopted, these *Articles of Incorporation* may be amended as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE VII

Principal Office

The principal office and mailing address of the Corporation is 6260 Old Water Oak Road, Tallahassee, Florida 32312.

ARTICLE VIII

Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Charles R. Gardner
1300 Thomaswood Drive
Tallahassee, Florida 32308

ARTICLE IX

Address of Registered Office and Registered Agent

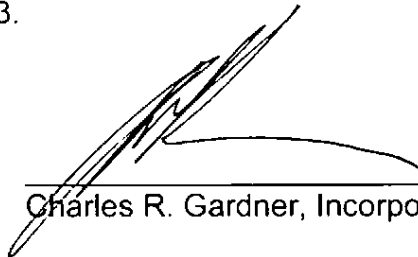
The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1300 Thomaswood Drive, Tallahassee, Florida 32308.

The name of the initial Registered Agent of the Corporation at the above address shall be Charles R. Gardner.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing *Articles of Incorporation*, has executed these *Articles of Incorporation* this 16th day of May, 2023.



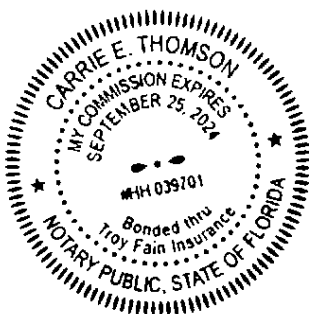
Charles R. Gardner, Incorporator

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day CHARLES R. GARDNER personally appeared before me, the undersigned authority, by (X) physical presence or (___) online notarization, that he is personally known to me, and that he 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 16th day of May, 2023.






Notary Public
State of Florida at Large

2023 MAY 16 PM 2:12
STONY CREEK, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 617.0501 and 48.091, Florida Statutes, the following is submitted

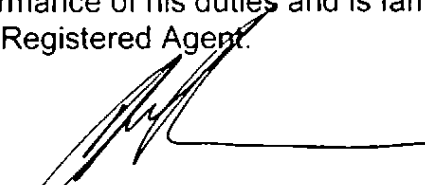
Waddell Family Apalachicola Historical Preservation Society, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 1300 Thomaswood Drive, Tallahassee, Florida 32308 as its Registered Office and has named Charles R. Gardner, located at said address as its initial Registered Agent.



Charles R. Gardner, Incorporator
Date: May 16, 2023

Having been named Registered Agent and to accept service of process for the above-stated corporation at the above-stated Registered Office, the undersigned hereby accepts said appointment 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 his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Charles R. Gardner, Registered Agent
Date: May 16, 2023

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