

N9500000779
TRANSMITTAL LETTER
93 FEB 16 PM 1:10
TREASURY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Edward F. Marsicano Literary Trust, Inc.
(Proposed corporate name - must include suffix)

4000011408304
02/16/95 01101-001
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

James J. Logue

Name (Printed or typed)

1304 Jackson St.

Address

Tallahassee, Fla. 32303

City, State & Zip

(904) 922-9793/488-7802/222-0865

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

ARTICLE I

NAME: The name of the corporation shall be THE EDWARD F. MARSICANO LITERARY TRUST, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS: The principal place of business of the corporation shall be the house located at Route 5, Box 30, Jameson Road, Havana, Gadsden County, Florida. The mailing address of the corporation shall be 1304 Jackson Street, Tallahassee, Florida 32303.

ARTICLE III

PURPOSES: The purposes for which the corporation is formed shall be to carry out the duties and perform the functions of the trustees of the Edward Marsicano Testamentary Trust, which duties and functions the incorporators have undertaken to perform by virtue of their acceptance of their respective appointments as trustees of said trust by the Last Will and Testament of the late Edward Farrell Marsicano. These purposes shall be as prescribed and defined in the Last Will and Testament of the late Edward Farrell Marsicano, which authorizes and directs the trustees under the said will as follows:

A. To maintain and use the home and real property of the late Edward Farrell Marsicano (1) as a sanctuary for literary writers, artists, and critics who need living quarters for production of their works, in accordance with rules and policies to be established by the trustees as provided in the said will; (2) as a showplace for literary and cultural exhibits, forums, and discussions; (3) as a museum or depository for literary and artistic works; (4) as a memorial in the name of the late Edward Farrell Marsicano; or (5) for a combination of any or all of the above-stated purposes.

B. To hold, invest, and reinvest the liquid assets devised to the trustees by the Last Will and Testament of the late Edward Farrell Marsicano and to use those assets and the income derived therefrom to maintain and use the home of the late Edward Farrell Marsicano for the purposes described in the said will, including the payment of taxes, insurance, maintenance, upkeep and other such expenses usually associated with the ownership and use of real property.

C. To advance the costs to print, publish, and distribute literary works of fiction and nonfiction by writers who are financially unable to pay such costs, in accordance with the provisions of the said Last Will and Testament, and to require reimbursement of such advanced costs from the proceeds of sales of such works or to forgive repayment of any portion of such advanced costs which exceeds the proceeds of any such sales, in the discretion of the directors.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS: The initial directors of the corporation shall be the trustees appointed by the Last Will and Testament of Edward Farrell Marsicano. Having accepted their appointments as trustees of the testamentary trust created by the said Last Will and Testament, the trustees by this instrument do elect to constitute themselves and the said trust as a corporation not for profit and to serve as directors of the corporation. As provided by the said will, the replacement of directors who may hereafter resign or become unable to serve as directors shall be by the unanimous agreement of the remaining directors.

ARTICLE V

LIMITATIONS ON CORPORATE POWERS: The corporate powers of this corporation shall be as provided in section 617.0302, Florida Statutes (1993), except as limited by the Last Will and Testament of Edward Farrell Marsicano. The powers of the directors shall be as prescribed by said will for the trustees appointed thereunder, which are therefore restricted in the following respects:

- A. There shall be nine directors, no more and no fewer.
- B. The directors shall appoint two persons from among their number to serve as managing directors to carry out the day-to-day operations of the corporation. No officers are authorized to be appointed other than the two managing directors. By means of bylaws adopted or resolutions approved by a majority of the directors, the duties of the two managing directors may be more elaborately or more specifically prescribed, consistent with the provisions of the will.
- C. Neither compensation nor reimbursement of personal expenses shall be paid to any director from funds or assets received from the Estate of Edward F. Marsicano.

D. No merger of this corporation with another corporation may be carried out unless such a merger can be effected consistent with the provisions of the Last Will and Testament of Edward Farrell Marsicano.

E. No other power can be exercised or activity undertaken unless consistent with the provisions of the Last Will and Testament of Edward Farrell Marsicano.

ARTICLE VI

REGISTERED AGENT FOR SERVICE OF PROCESS: The name and street address of the corporation's registered agent for service of process are: JAMES J. LOGUE, 1304 JACKSON STREET, TALLAHASSEE, FLORIDA 32303.

ARTICLE VII

INCORPORATORS: The names and addresses of the incorporators, who shall also be the initial directors of the corporation, are as follows:

Patricia Collins
83 Grand Street
Storefront
New York, N.Y. 10013

Barry Handberg
806 N.E. Ninth Street
Gainesville, Fla. 32601

Cindy Johnson
540 S. Broad St.
Cairo, Ga. 31728

Jesslyn A. Krouskroup
1511 Marion Avenue
Tallahassee, Fla. 32303

Robert L. Lane
Route 5 Box 2705
Bainbridge, Ga. 31717

James J. Logue
1304 Jackson Street
Tallahassee, Fla. 32303

Peter S. Sachs
10213 Indian Princess Dr.
Jacksonville, Fla. 32257

Tyler Turkle
Post Office Box 55
Tallahassee, Fla. 32302

James Young
1602 Twin Lakes Drive
Bainbridge, Ga. 31717

ARTICLE VIII

FINANCIAL CONTROL: The two managing directors shall have the authority necessary to enable them to carry out the routine, day-to-day operations of the corporation, including the payment of routine expenses and the placement of funds in insured bank accounts, U.S. treasury bills, or U.S. savings bonds. Non-routine expenditures and other financial decisions shall require the approval of a majority of the directors. Any bylaws adopted in reference to financial control and all financial transactions must be in accordance with the Last Will and Testament of Edward Farrell Marsicano.

ARTICLE IX

MEETINGS: As provided by the will, meetings of the directors shall be held from time to time and shall require advance written notice of the items to be discussed. The managing directors shall be responsible for scheduling meetings and providing notice thereof. All directors shall be entitled to participate in all decisions requiring a vote of the directors. Absent directors will be allowed to participate by telephone or by written communication.

ARTICLE X

MEMBERSHIP CLASSES: The directors may in their discretion adopt bylaws to establish a separate class of membership in the corporation for persons other than the directors who are interested in participating in or supporting the activities of the corporation. Any dues or contributions paid by such members and any funds raised through the creation of a separate membership class may be kept separate from the funds derived from the Estate of Edward F. Marsicano and may be used and accounted for without regard to the restrictions placed on corporate activities and expenditures by the Last Will and Testament with respect to funds and property derived from the said estate.

ARTICLE XI

DURATION AND TERMINATION: This corporation is intended to be perpetual. However, if the directors should determine, by majority vote, that it has become impractical or inappropriate to continue the trust under the Last Will and Testament of Edward Farrell Marsicano for the purposes set forth in the said will, then at such time the purposes of this corporation would

...
accordingly cease to exist, and upon such determination the corporation may be dissolved, in which event the remaining assets of the corporation derived from the Estate of Edward F. Marsicano, including the real property that was the home of Edward F. Marsicano and the contents thereof coming into the hands of the corporation from the said estate, shall be disposed of in accordance with the Last Will and Testament of the late Edward Farrell Marsicano, that is, such property and assets shall be conveyed to the Edward Farrell Marsicano Scholarship Fund of Bainbridge College, Bainbridge, Georgia, to be its own property absolute.

The undersigned incorporators have executed these Articles of Incorporation this 16th day of February, 1995.

James J. Logue

JAMES J. LOGUE

Managing Director

Jesslyn A. Krouskroup

JESSLYN A. KROUSKROUP

Managing Director

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is:

The Edward F. Marsicano

(must include suffix)

Literary Trust, Inc.

2. The name and address of the registered agent and office is:

James J. Logue

(Name)

1304 Jackson Street

(Street address - P. O. Box not acceptable)

Tallahassee, Fla. 32303

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

James J. Logue
(Signature)

Feb. 16, 1995
(Date)

Registered Agent filing fee \$35.00

N95000000779

James J. Logue
2945 Brandemere Drive
Tallahassee, Florida 32312
December 23, 1995

Florida Department of State
Division of Corporations
Post Office Box 6367
Tallahassee, Florida 32314

500001676585
-01/03/96--01046--019
*****35.00 *****35.00

Re: The Edward F. Marsicano Literary Trust, Inc.; Articles
of Incorporation Document No. N95000000779

Greetings:

Enclosed for filing please find an amendment to the Articles
of Incorporation for the above-referenced non-profit corporation.
Thank you for your attention to this matter.

Sincerely,

James J. Logue
James J. Logue
Managing Director

FILED
96 JAN -2 PM 5:21
SEC
TALLAHASSEE, FLORIDA

Amend
NFT 1-10-96

FILED
96 JAN -2 PM 5:21
SEC. 1
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

The Edward F. Marsicano Literary Trust, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The mailing address of the corporation
shall be 2945 Brandemere Drive,
Tallahassee, Florida 32303

SECOND: The date of adoption of the amendment(s) was: December 23, 1995

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

The Edward F. Marsicano Literary Trust, Inc.
Corporation Name

James J. Logue
Signature of Chairman, Vice Chairman, President or other officer

James J. Logue
Typed or printed name

Managing Director
Title

December 23, 1995
Date

N9500000 779

James J. Logue
2945 Brandemere Drive
Tallahassee, Florida 32312
December 23, 1995

Florida Department of State
Division of Corporations
Post Office Box 6367
Tallahassee, Florida 32314

700001676417
-01/03/96--01036--003
*****35.00 *****35.00

Re: The Edward F. Marsicano Literary Trust, Inc.; Articles
of Incorporation Document No. N95000000779

Greetings:

Enclosed please find a Statement of Change of Registered
Office for the above-referenced non-profit corporation. Thank you
for your attention to this matter.

Sincerely,

James J. Logue
James J. Logue
Managing Director and
Registered Agent

RA H Charge

TLL JAN 10 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 AM 8:46



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 AM 8:46

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1508(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: The Edward F. Marsicano
Literary Trust, Inc.

2. The street address of the current registered office:

1304 Jackson Street
Tallahassee, Fla. 32303

3. The street address of the new registered office:

2945 Brandemere Drive
Tallahassee, Fla.
32312

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: December 23, 1995

James J. Logue
(Signature of Registered Agent)

James J. Logue
(Printed or Typed Name)