

N9500000789

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95 FEB 17 AM 9:37

TODD A. STERZOY
Holland and Knight, LION OF CORPORATION

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

EFFECTIVE DATE
2/10/95

OFFICE USE ONLY

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***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Deb Richard Foundation, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 11:00

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 15 AM 9:41

2/17/95
TK

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE DEB RICHARD FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 FEB 15 AM 9:41

The undersigned, acting as incorporator of THE DEB RICHARD FOUNDATION, INC. under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

EFFECTIVE DATE
2/10/95

The name of the corporation is:

The Deb Richard Foundation, Inc.

ARTICLE II. ADDRESS

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

125 Hidden Cove Lane
Ponte Vedra Beach, Florida 32082

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 corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, including but not limited to the following:

To provide college scholarships and other benefits to youth who have suffered from juvenile arthritis.

The purposes of the corporation also include the performance of activities related or incidental to the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

(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 publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

(d) Should the corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code of 1986, the following limitations will apply:

(i) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(ii) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iv) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 50 N. Laura Street, Suite 3900, Jacksonville, Florida 32202 as the street address of the initial registered office of the corporation and names John J. Mikals the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has seven (7) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The names of the initial directors are:

Gary Verble

E. Chester Stokes, Jr.

G. Bruce Douglas

Deb Richard

John J. Mikals

Shirley Greenslet

Kurt Blasser

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Deb Richard

125 Hidden Cove Lane
Ponte Vedra Beach, Florida 32082

ARTICLE X. DISSOLUTION


In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County 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 exclusively 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 XI. 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 (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) 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 (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) 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 February 10, 1995.


Deb Richard.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.


John J. Mikals
Registered Agent

Dated: February 10, 1995

JAX-142672

TODD A. STERZOY
Holland and Knight

(Requestor's Name)

315 South Calhoun Street Suite 600

{Address}

Tallahassee, Florida 32302

(City, State, Zip)

{Phone #}

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Deb Richard Foundation, Inc (Corporation Name) (Document #) Annex
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)
- ☒ Walk in ☒ Pick up time 1:00
- ☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certified Copy ☐ Certificate of Status
- 96 JUL 30 PM 2:01
FILED
ST. LOUIS
MISSOURI

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT NO. I
TO THE ARTICLES OF INCORPORATION OF
THE DEB RICHARD FOUNDATION, INC.

FILED
JUL 30 1996

Pursuant to Section 607.1002 and 617.1006 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of THE DEB RICHARD FOUNDATION, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is THE DEB RICHARD FOUNDATION, INC.

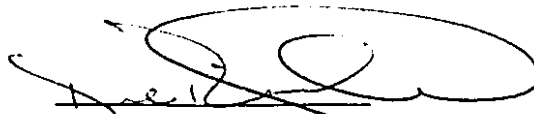
SECOND: The Articles of Incorporation shall be amended to delete Article VI in its entirety and replace it with the following:

ARTICLE VI

The Corporation shall not have members.

THIRD: The foregoing amendment was adopted by written consent of the members of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on February , 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 17 day of July, 1996.


Deb Richard, President