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

1. R. Kirk and B. Landon Foundation
(Corporation Name) (Document #)
2. Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" 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

ARTICLES OF INCORPORATION
of
R. KIRK AND B. LANDON FOUNDATION, INC.

(a Florida Not For Profit Corporation)

FILED
95 NOV 12 PM 9:45
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned, who is a citizen of the United States, desiring to form a corporation not for profit pursuant to Chapter 617, as amended, of the Florida Statutes, does hereby certify:

ARTICLE ONE
NAME

The name of the Corporation shall be R. Kirk and B. Landon Foundation, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at Bessemer Trust Company of Florida, 801 Brickell Avenue, 19th Floor, Miami, Florida 33131, which shall also be the mailing address of the Corporation.

ARTICLE THREE
TERM OF EXISTENCE

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE FOUR
PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, (i) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, and (ii) the awarding of individual grants that satisfy the requirements of Section 4945(g) of the Code, or the

corresponding section of any future federal tax code. Subject to the immediately preceding sentence and the other provisions of these Articles of Incorporation, the Corporation's specific and primary purpose is to support education and the visual arts.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Four.

2. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4. If the Corporation is, or shall ever be, classified as a "private foundation," as defined in section 509(a) of the Code, or the corresponding section of any future federal tax code, the following provisions shall apply for so long as the Corporation remains a private foundation:

a. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax under section 4942 of the Code, or the corresponding section of any future federal tax code.

b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

d. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three persons. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

- | | |
|---|--|
| (1) R. Kirk Landon
2 Casuarina Concourse
Coral Gables, FL 33143 | (4) Gerald N. Gaston
11222 Quail Roost Drive
Miami, Florida 33157 |
| (2) B. Pair Landon
2 Casuarina Concourse
Coral Gables, FL 33143 | (5) Samuel L. Barr, Jr.
801 Brickell Avenue, 19th Floor
Miami, Florida 33131 |
| (3) Chris Landon
11 Sylvan Acres
Waynesville, N.C. 28786 | |

ARTICLE SIX INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be Bessemer Trust Company of Florida, 801 Brickell Avenue, 19th Floor, Miami, Florida, 33131, and the name of the Corporation's initial registered agent of the Corporation at that address shall be Samuel L. Barr, Jr. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE SEVEN INCORPORATOR

The name and address of the incorporator of the Corporation is Steven Kass, Esq., Jordan Burt Berenson & Johnson LLP, 777 Brickell Avenue, Suite 500, Miami, FL 33131.

ARTICLE EIGHT DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, 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 a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located to another organization or organizations as said Court shall determine to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE NINE INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN AMENDMENT

The Corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by applicable law, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed these Articles of Incorporation at Miami, Florida, this 8th day of November, 1996.


Steven Kass, Incorporator


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted: R. Kirk and B. Landon Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Bessemer Trust Company of Florida, 801 Brickell Avenue, 19th Floor, Miami, Florida 33131 has named Samuel L. Barr, Jr., Bessemer Trust Company of Florida, 801 Brickell Avenue, 19th Floor, Miami, Dade County, Florida 33131 as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with, and accept, the obligations imposed upon a Registered Agent by Sections 617.0501 et seq. of the Florida Statutes, and I agree to act as Registered Agent and to comply with the provisions of Florida law relative to keeping the registered office open.

Date: November 8, 1996



Samuel L. Barr, Jr., Registered Agent

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STATE
OF FLORIDA