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97 NOV 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARL A. BERTOCH, P.A.

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

400002344584--0
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****122.50 ****122.50

Office Use Only

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

1. Miller Family Foundation, Inc.
(Corporation Name) (Document #)
2. _____
(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 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"/>	

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

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97 NOV 12 AM 11:34
DIVISION OF CORPORATION

K. Rolfe NOV 12 1997

ROBERT L. UNDERWOOD
LAW OFFICES

Robert L. Underwood, III*
John A. Swanson†
Carl A. Bertoch ‡, Of Counsel

1250 24th Street, N.W. Suite 300
Washington, D.C. 20037
Tel: (202) 835-1684/Fax: (202) 466-3079

537 East Park Avenue
Tallahassee, FL 32301
Tel: (904) 224-7040/Fax: (904) 224-2406

* Licensed in D.C. and Florida only
† Licensed in NC only
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Voice Mail (919) 990-2662
Mobile: (407) 341-1565
E-Mail: RLULAW@AOL.COM

November 11, 1997

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

Re: MILLER FAMILY FOUNDATION, INC.

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned:

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

Thank you for your assistance.

Respectfully submitted,



Robert L. Underwood

ARTICLES OF INCORPORATION

OF

MILLER FAMILY FOUNDATION, INC.

A Not-for-Profit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes (1993), hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be **MILLER FAMILY FOUNDATION, INC.**, which shall be hereinafter referred to as "the Corporation".

ARTICLE II

DURATION

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, particularly Chapter 617, Florida Statutes (1993).

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education, environment, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
MEMBERSHIP

A. Directors as Membership. The sole class of members of this corporation shall be its Directors.

B. Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V
BOARD OF DIRECTORS

5.1 Management by Directors. The business and affairs of the Corporation shall be managed and conducted by its Board of Directors consisting of not less than three(3) persons and shall be elected pursuant to the Bylaws of the Corporation. The number of Directors of the Corporation shall be three(3), provided however, that such number may be changed by a bylaw duly adopted.

5.2 Original Board of Directors. The names and addresses of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Paul Miller
116 Governors Road
Ponte Vedra Beach, Florida 32082

Deborah Miller
116 Governors Road
Ponte Vedra Beach, FL 32082

Robert Underwood
537 East Park Avenue
Tallahassee, Florida 32301

ARTICLE VI
OFFICERS

6.1 Officers Provided For. The Corporation shall have a President and a Secretary, and such other officers as the Board of Directors may from time to time elect.

6.2 Election and Appointment of Officers. The officers of the Corporation shall be elected by the Board of Directors in the manner set forth in the Bylaws of the Corporation.

6.3 First Officers. The names and addresses of the first officers of the Corporation who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President: Paul Miller
116 Governors Road
Ponte Vedra Beach, Florida 32082

Secretary: Robert L. Underwood
537 East Park Avenue
Tallahassee, Florida 32301

ARTICLE VII
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE VIII
AMENDMENTS

8.1 Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Corporation and approved by the Board of Directors, or in the manner provided in Chapter 617, Florida Statutes (1993).

8.2 Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes (1993).

8.3 In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood, III
537 East Park Avenue
Tallahassee, Florida 32301

ARTICLE X
INDEMNIFICATION

10.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The

termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually incurred by him in connection therewith.

10.3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

10.4 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.5 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

10.6 The provisions of this Article X shall not be amended.

ARTICLE XI

TAX STATUS

EARNINGS AND ACTIVITIES OF CORPORATION

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This 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.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or trustee of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as such Section may be amended.

PRIVATE FOUNDATION STATUS

A. **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

B. **Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

C. **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

E. **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

ARTICLE XII ACCEPTANCE OF GIFTS

The Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Directors may determine. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified in such agreement.

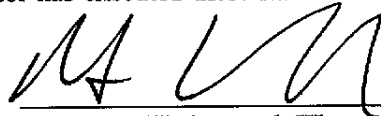
ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the principal office of the Corporation is 537 East Park Avenue Tallahassee, Leon County, Florida 32301. The initial registered agent of this corporation is Robert L. Underwood, III, whose mailing address is 537 East Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11th day of November, 1997.



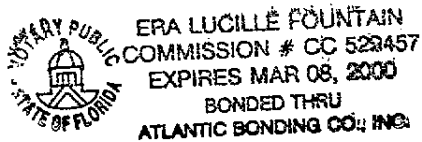
Robert L. Underwood, III

STATE OF FLORIDA

)
) : ss
)

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11th day of Nov., 1997, by Robert L. Underwood, who is personally known to me and executed the foregoing instrument on behalf of the corporation.



Era Lucille Fountain

Signature

ERA Lucille Fountain

Type or Print Name

(NOTARY SEAL)
Commission Expires:

NOTARY PUBLIC, STATE OF Florida

Commission Number CC 529457

My Commission Expires: 3-8-2000

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 SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

That **MILLER FAMILY FOUNDATION, INC.**, desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 116 Governors Road, Ponte Vedra Beach, Florida,
has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL
32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in
this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all
Statutes relative to the proper and complete performance of my duties.

DATED this 11th day of November, 1997.



Robert L. Underwood, III
Registered Agent

FILED
97 NOV 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument Prepared by:
Robert L. Underwood, III
537 East Park Avenue
Tallahassee, Florida 32301