

N980000001378

GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER  
A. R. "CHIP" MANDER, III  
T. PHILIP HANSON, JR.  
DAVID J. MURPHY  
DANIEL L. DWYER

352-567-0411

FAX: 352-567-7758

BROOKSVILLE 352-796-7900

March 2, 1998

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

700002455487--8  
-03/12/98--01073--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Incorporation of PANAMA CANAL SOCIETY FOUNDATION,  
INCORPORATED.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation for Panama Canal Society Foundation, Incorporated, and our check in the amount of \$122.50. Please return a certified copy of the document to our office.

Thank you for your attention to this matter.

Sincerely,

GREENFELDER, MANDER, HANSON,  
MURPHY & DWYER



Daniel L. Dwyer

DLD/dp

Enclosure

CC: Ms. Frassrand

*Called 3/4/98  
No check enclosed  
DmC  
3/9/98*

FILED  
98 MAR -9 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

98 MAR -9 PM 4:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PANAMA CANAL SOCIETY FOUNDATION, INCORPORATED  
(A Corporation not for Profit)

In compliance with the requirements of Florida Statute Chapter 617, the undersigned, being natural persons, hereby act as incorporators in adopting and filing these Articles of Incorporation for the purpose of organizing a corporation not for profit.

ARTICLE I

The name of this corporation is: PANAMA CANAL SOCIETY FOUNDATION, INCORPORATED.

ARTICLE II

The physical address of the corporation is:

37718 Meridian Avenue, Dade City, FL 33525

The mailing address of the corporation is:

P.O. Box 243, Dade City, FL 33526-0243

ARTICLE III

The purposes for which the corporation (hereinafter called the Foundation) is organized are as follows:

To perpetuate the memory of the life of the Panama Canal Zone, to preserve the memory of the United States participation in the construction, operation and maintenance of the Panama Canal, including the historical aspects of the building of the Panama Canal and to encourage, solicit, receive and administer gifts and bequests or property and funds for educational,

historical and charitable purposes, all for the advancement of the Panama Canal Society Foundation and its objectives. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trust (but not act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof for exclusively educational, historical and charitable purposes.

To conduct and carry on its activities in any state or territory of the United States in conformity with the laws of such State.

To give, convey, or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (1) such organizations shall be organized and operated exclusively for charitable, scientific, literary or educational purposes; (2) transfers of property to such organizations shall, to the extent then permitted under the Statutes of the United States Government, be exempt from gift, succession, inheritance, estate, or death taxes (by whatever name called) imposed by the United States government; and (3) such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government.

To take and hold for any of the aforesaid purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received;

to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and, in general to exercise any, all and every power, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

Upon specific approval of the Board of Directors or Executive Committee, to borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

Without limiting the generality of the foregoing, one of the principal purposes of the corporation shall be fostering of educational opportunities for the youth of America through the making of grants to educational institutions for the establishment of student grants to enable them to meet the expenses of higher education.

To do everything necessary, suitable, or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or in connection with, the purposes, objects or powers set forth in this Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of

the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power to do any act or thing forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

The purposes for which the Corporation is organized shall be confined to those which are strictly historical, educational and charitable.

All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, directors or officers or any individual, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities.

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 the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

It is the intent of this corporation that no distribution for payment shall be made which will impair or destroy the tax exempt status of the Foundation or which will result in the denial of tax exempt status of the Foundation or which will result in the denial of a tax deductible status of donations, contributions, legacies, bequests or dues received by this Foundation, to the extent that such tax exempt status shall be allowed under any applicable laws or regulations.

#### ARTICLE IV

Directors shall be elected by majority vote of the voting membership of the corporation at their annual meeting, which shall be held in accordance with the By-Laws.

The names and addresses of the persons who are to serve as Directors until the first election are:

Charles Hummer	649 Sweetwater Way Haines City, FL 33844-6309
Joseph Wood	3002 Sawgrass Circle Tallahassee, FL 32308
Betty Frassrand	P.O. Box 243 Dade City, FL 33526-0243

#### ARTICLE V

The qualifications of members of the Foundation and the manner of their admission shall be as follows:

All persons interested in the historical, educational or charitable purposes of the Foundation and the advancement of the Panama Canal Society Foundation and its objectives and who meet such additional qualifications as may be prescribed in the By-

laws are eligible to become members of the foundation upon approval or acceptance in any manner authorized by the Board of Directors.

To honor individuals who have significantly advanced the objectives of the Panama Canal Society Foundation, the Board of Directors may provide for a class of membership to be known as Panama Canal Society Foundation Fellows. Fellows shall be elected upon the nomination and confirmation of the Board of Directors. The number shall be limited only by the high standards to be observed in their selection to assure distinction. The qualifications for and privileges of this membership may be prescribed in the By-laws.

#### ARTICLE VI

The Corporation shall have perpetual existence.

#### ARTICLE VII

There are no limitations on the corporate powers authorized under Florida Statute 614.0302.

#### ARTICLE VIII

The By-laws of the Foundation are to be made, altered, or rescinded by the Board of Directors in the manner set forth in the By-laws.

#### ARTICLE IX

These Articles of Incorporation may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance, a quorum as affixed in the By-laws being present.



ARTICLE X

The name and the street address of the initial registered agent is:

Joseph Wood  
3002 Sawgrass Circle  
Tallahassee, FL 32308

ARTICLE XI

The names and the street addresses of each incorporator for these Articles of Incorporation are:

Charles Hummer	649 Sweetwater Way Haines City, FL 33844-6309
Joseph Wood	3002 Sawgrass Circle Tallahassee, FL 32308
Betty Frassrand	37718 Meridian Avenue Dade City, FL 33525

The undersigned incorporators have executed these Articles of Incorporation, this \_\_\_\_ day of \_\_\_\_\_, 1997.

SIGNATURE OF INCORPORATORS:

Charles Hummer

Charles Hummer  
Typed name of incorporator  
signing

Joseph Wood

Joseph Wood  
Typed name of incorporator  
signing

Betty Frassrand

Betty Frassrand  
Typed name of incorporator  
signing

STATE OF FLORIDA

COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES HUMMER, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 23 day of DECEMBER, 1997.

FLORIDA Polk County

RAYMOND L. CARON

Printed name:  
Notary Public

*Raymond L. Caron*

DEC 23 1997

Commission:



Raymond L. Caron  
MY COMMISSION # CC568653 EXPIRES  
October 25, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

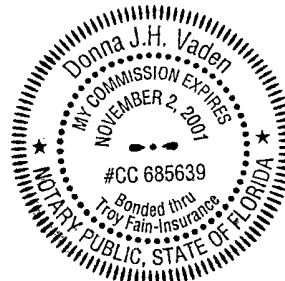
COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH WOOD, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 8<sup>th</sup> day of JANUARY, 1998.

*Donna J. H. Vaden*  
Printed name: Donna J. H. Vaden  
Notary Public

Commission:




STATE OF FLORIDA

COUNTY OF PASCO

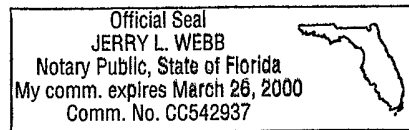
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BETTY FRASSRAND, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation and who furnished as proof of identification:

---

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 19th day of January, 1998.

JERRY L. WEBB /   
Printed name:  
Notary Public

Commission:



FILED

CERTIFICATE OF DESIGNATION REGISTERED AGENT/  
REGISTERED OFFICE

98 MAR -9 PM 4:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the  
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:

PANAMA CANAL SOCIETY FOUNDATION, INCORPORATED

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

Joseph Wood  
3002 Sawgrass Circle  
Tallahassee, FL 32308

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.

Joseph Wood Date or Jan 98