

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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98 JUN 12 PM 1:25

Bryant Family Foundation, Inc.

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TALLAHASSEE, FLORIDA

- ☒ Art of Inc. File Photo
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
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Signature \_\_\_\_\_

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11:00

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**ARTICLES OF INCORPORATION  
OF  
BRYANT FAMILY FOUNDATION, INC.**

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The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I  
Name and Initial Address**

The name of this corporation is BRYANT FAMILY FOUNDATION, INC. and the initial address of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

**ARTICLE II  
Not For Profit**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the funds of the Corporation or any net earnings therefrom shall inure to the benefit of any director, officer of the Corporation, or any private person (except that (a) corporate funds may be expended to carry out the charitable purposes of the Corporation, and (b) reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an exempt organization under Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1986, as amended, as it now exists or is hereafter amended.

**ARTICLE III  
Duration**

The duration of the Corporation is perpetual.

**ARTICLE IV  
Purposes**

The Corporation is organized and shall be operated exclusively for the following purposes:

1. to award scholarships to students attending college and junior colleges;
2. to make other contributions to benefit other organizations that qualify under 501(c)(3) or 170(c) of the Internal Revenue Code; and
3. for any other lawful purpose not for pecuniary profit and not prohibited by the laws of the State of Florida or of the United States.

#### **ARTICLE V Capital Stock**

This Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

#### **ARTICLE VI Initial Board of Directors**

This Corporation shall have three (3) directors initially. The directors shall be appointed as provided for in the By-Laws of the Corporation. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors (along with the period of their respective initial terms, commencing upon the date of filing these Articles of Incorporation) of the Corporation are:

<b>Name</b>	<b>Address</b>	<b>Term</b>
CHERYL J. BRYANT	11 Middlebrook Farm Road Wilton, CT 06897	3 Years
NANCY BRYANT HERGET	11 Middlebrook Farm Road Wilton, CT 06897	3 Years
LAURA BRYANT BIRCHALL	11 Middlebrook Farm Road Wilton, CT 06897	3 Years

#### **ARTICLE VII Administrative**

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the

Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

On dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

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 or corresponding provisions of any later federal tax laws.

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

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

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

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any later federal tax laws.

**ARTICLE VIII**  
**Meetings**

The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

**ARTICLE IX**  
**Designation of Registered Agent  
and Registered Office**

The initial registered agent of the Corporation shall be John D. Gast and the initial registered office of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.


**ARTICLE X**  
**Incorporator**

The name and address of the person signing these Articles is John D. Gast, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

**ARTICLE XI**  
**Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

  
\_\_\_\_\_  
John D. Gast  
850 Park Shore Drive  
Trianon Centre, Third Floor  
Naples, Florida 34103

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN D. GAST, who is known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. An oath was not administered.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 9<sup>th</sup> day of June, 1998.

*Terri G. Beckett*  
Signature of Notary Public - State of Florida  
Terri G. Beckett  
Typed or Printed Name of Notary

Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Section:

FIRST, that BRYANT FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Naples, Collier County, Florida, has named JOHN D. GAST, located at 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103, as its Agent to accept service of process within this State.

  
\_\_\_\_\_  
JOHN D. GAST, Incorporator

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN D. GAST, Resident Agent

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