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November 9, 1998

Florida Department of State
Corporate Records
Domestic Filing Section
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32314

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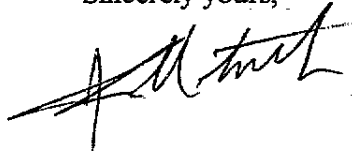
**RE: ARTICLES OF INCORPORATION
THE MACBETH FOUNDATION, INC.**

Dear Madam/Sir:

Enclosed are Articles of Incorporation for the above-referenced corporation not for profit. I have also enclosed a check in the amount of \$70.00 for the filing fee and registered agent fee. Enclosed is an extra copy of the Articles of Incorporation and a self addressed, stamped envelope. I would appreciate your providing me with a file stamped copy of the Articles of Incorporation.

Please contact me if you have any questions.

Sincerely yours,


J. Ross Macbeth

JRM/lm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 9:09

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ARTICLES OF INCORPORATION
OF
THE MACBETH FOUNDATION, INC.

FILED IN STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 12 AM 9:00

The undersigned hereby establishes this Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation not for profit.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

THE MACBETH FOUNDATION, INC.

ARTICLE II. PRINCIPAL ADDRESS

The offices of the Corporation shall be located in Highlands County, Florida. The initial principal address and mailing address of the Corporation shall be 2543 U.S. 27 South, Sebring, Florida 33870.

ARTICLE III. PURPOSE OF ORGANIZATION

(a) The purpose of this Corporation will be to perpetuate the memory and the spirit of Joseph O. Macbeth by receiving and administering funds generally for scientific, educational, and charitable purposes. Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be the fostering of educational opportunities for the youth of America through the making of grants to educational institutions for the establishing of student grants and loan funds and through the making of direct grants or loans to individuals without interest to enable them to meet the expenses of higher education. The purposes for which the Corporation is organized are exclusively scientific, educational, and charitable 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.

(b) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the

judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof as permitted under the Florida Not for Profit Corporation Act and the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal or Florida law.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, and no member, trustee, 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.

(d) 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall 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 subsequent federal tax laws.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt 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, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(j) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IV. DIRECTORS

The Corporation shall have three directors, who shall be the three oldest then living descendants of Joseph O. Macbeth. Directors of the Corporation shall be entitled to reasonable compensation for their services as Directors of the Corporation and may be reimbursed for reasonable expenses incurred by them in carrying out the charitable purposes for which the Corporation was organized.

ARTICLE V. MEMBERS

The Corporation shall have no members.

ARTICLE VI. CORPORATE EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 2543 U.S. 27 South, Sebring, Florida 33870 and J. Ross Macbeth is hereby designated as the Registered Agent of the Corporation, at that address.

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. ADDITIONAL POWERS

In addition to the powers hereinabove enumerated, the Corporation and its Board of Directors shall have all of the general and additional powers set forth in Chapter 617, Florida Statutes, and the expressed powers herein set forth shall not be deemed a limitation or denial of such general or additional powers.

IN WITNESS WHEREOF, I have hereby signed the ARTICLES OF INCORPORATION OF THE MACBETH FOUNDATION, INC., this 9th day of November, 1998.

Verna V. Macbeth
Verna V. Macbeth, Incorporator
Whose address is:
700 N.W. Lakeview Drive
Sebring, Florida 33870

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Verna V. Macbeth, who is personally known to me ☒ or who has produced _____ as identification ☐, and who did not take an oath.

Lynda F. Moore

Print Name:

Notary Public, State of Florida

My Commission Expires



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby state that I am familiar with, and agree to accept, the obligations of that position, including, but not limited to the provisions of Florida Statutes relative to keeping open said office.

J. Ross Macbeth

J. Ross Macbeth

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