

N99000000/42C

TRANSMITTAL LETTER

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

SUBJECT: RCW 139, Inc.
(Proposed corporate name - must include suffix)

200002734402--2
-03/04/99--01054--017
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Karin Ransdell
Name (Printed or typed)

10 Victoria Place
Address

Pensacola FL 32507
City, State & Zip

850-456-1612
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR -4 PM 3:27

FILED

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3/8

ARTICLES OF INCORPORATION OF RCW 139, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation, hereinafter referred to as the "Corporation" is RCW 139, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation shall be 10 Victoria Place, Pensacola, FL 32507 and the mailing address shall be P. O. Box 4156, Pensacola, FL 32507.

ARTICLE III - PURPOSES

The Corporation is organized exclusively for charitable, social, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for these purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, 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, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws 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, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

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, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, 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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, 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 hereafter amended, or 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 the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are to be elected or appointed shall be regulated by the by-laws.

ARTICLE V - NUMBER OF DIRECTORS

The initial board of directors shall consist of at least three (3) members, at least one (1) who shall be a resident of the state of Florida.

ARTICLE VI - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Lillian Feden
1212 Lasalle, Unit 910
Chicago, IL 60610

Karin Ransdell
10 Victoria Place
Pensacola, FL 32507

Michele Knutson
120 Autumn Crest Drive
Madison, AL 35757

ARTICLE VII - MEMBERS

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE IX - TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE X - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XI - SELF DEALING

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation

in which he may be in any way interested. Any director of the Corporation may vote upon any transaction with the Corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XII - INITIAL REGISTERED AGENT AND STREET ADDRESS

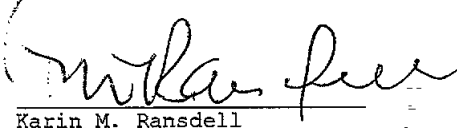
The initial street address in the state of Florida of the initial registered office of the Corporation is 10 Victoria Place, Pensacola, County of Escambia, and the name of the initial registered agent at such address is Karin M. Ransdell.

ARTICLE XIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

Karin M. Ransdell
P. O. Box 4156
Pensacola, FL 32507

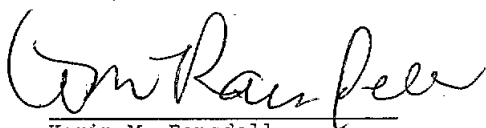
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 2 day of March, 1999.


Karin M. Ransdell
Signature/Incorporator

3-2-99
Date

ACCEPTANCE BY REGISTERED AGENT

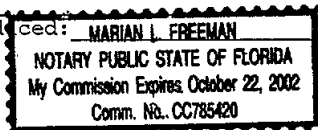
Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Karin M. Ransdell
Signature/Registered Agent

3-2-99
Date

State of Florida ss.
County of Escambia

The foregoing instrument was acknowledged by me this 2nd day of March, 19 99 by: _____ who is/are personally known by me or who has/have produced: MARIAN L. FREEMAN as identification and who did not take an oath.




Marian L. Freeman
Notary Public
State of _____

My Commission Expires: