

N99000002270

TRANSMITTAL LETTER

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

300002831879--9  
-04/07/99-01042-012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: The Emily Bentley Foundation, Inc.  
(Proposed corporate name - must include suffix)

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: Evelyn M. Fletcher  
Name (Printed or typed)  
Hawkins & Parnell, LLP  
4000 SunTrust Plaza  
303 Peachtree Street, N.E.  
Address  
Atlanta, Georgia 30308-3243  
City, State & Zip  
(404) 614-7571  
Daytime Telephone number

FILED  
99 APR -7 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

B. BROCK APR 13 1999

Articles Of Incorporation  
Of

**The Emily Bentley Foundation, Inc.**

FILED  
99 APR -7 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desiring to form a Nonprofit Corporation under the Florida Not For Profit Corporation Act, does hereby certify:

I.

The name of the Corporation is **The Emily Bentley Foundation, Inc.**, (the "Corporation").

II.

The place in this state where the initial principal office of the Corporation is to be located is:

The Emily Bentley Foundation, Inc.  
5920 Ard Drive  
Youngstown, Florida 32466

III.

Said Corporation is organized exclusively for charitable, 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 the corresponding section of any future federal tax code.

IV.

Unless otherwise provided herein, the quorum and voting requirements of the Board of Directors shall be governed by the By-Laws of The Emily Bentley Foundation, Inc.

V.

The street address of the Corporation's initial registered office and the name of the initial registered agent at that office is:

Bo Creel  
c/o The Emily Bentley Foundation, Inc.  
5920 Ard Drive  
Youngstown, Florida 32466

VI.

The name and address of the incorporator is:

Emily Bentley  
P.O. Box 285  
Youngstown, Florida 32466

VII.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XI hereof. 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 publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the corresponding section of any future federal tax code.

#### VIII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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, educational, 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 provisions of any future federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction 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.

#### IX.

The Corporation shall 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 § 4942 of the Internal Revenue Code, or any corresponding provisions of any later federal tax laws.

#### X.

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

XI.

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

XII.

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

XIII.

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

XIV.

The Corporation shall exist perpetually unless dissolved according to law.

XV.

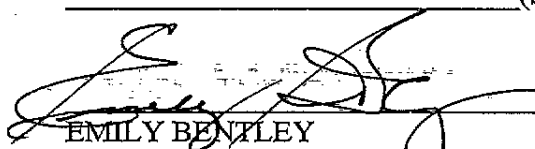
These Articles of Incorporation may be amended by the Board of Directors of the Corporation provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

XVI.

The Corporation will indemnify any Director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the

Corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the Corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether amounts for which a Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

IN WITNESS WHEREOF, the party hereto has affixed his hand and seal, this 2nd day of April, 1999.

\_\_\_\_\_(SEAL)  
  
\_\_\_\_\_  
EMILY BENTLEY  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF BAY

I hereby certify that on this day personally appeared before me  
Emily Bentley, the undersigned authority, to me well known and well known to  
me to be the person who executed the foregoing instrument and acknowledge before me that he  
(she) executed same freely and voluntarily for the uses and purposes therein set forth and  
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on  
this 2nd day of April, 1999.

Sworn to and subscribed before me this

2nd day of April, 1999.

[Signature]

Notary Public

My Commission Expires



Hilton E Creel  
My Commission CC618315  
Expires February 3, 2001

STATE OF FLORIDA  
COUNTY OF BAY

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

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.

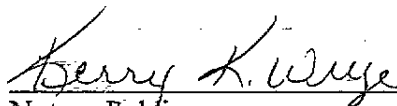


Bo Creel, c/o The Emily Bentley Foundation, Inc.  
REGISTERED AGENT

I hereby certify that on this day personally appeared before me  
Bo Creel, the undersigned authority, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledge before me that he (she) executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 2<sup>nd</sup> day of April, 1999.

Sworn to and subscribed before me this  
2<sup>nd</sup> day of April, 1999.



Notary Public

My Commission Expires:

Notary Public, Clayton County, Georgia  
My Commission Expires March 3, 2002

311526

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA