

# STATE OF FLORIDA

DEPARTMENT OF STATE



I certify that the following is a true and correct copy of

## CERTIFICATE OF INCORPORATION

OF

CHARLES HOSMER MORSE FOUNDATION, INC.

filed in this office on the 7th day of April,

19 76

Charter Number: 735509

GIVEN under my hand and the Great

Seal of the State of Florida, at

Tallahassee, the Capital, this the

7th day of April,

19 76

*Quinn C. Snodgrass*

SECRETARY OF STATE



ARTICLES OF INCORPORATION OF  
CHARLES HOSMER MORSE FOUNDATION, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves together to form a corporation not for profit under the Florida "corporation not for profit" act, Chapter 617, Part I, of the Florida Statutes.

FILED  
APR 7 11 38 AM '76  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is the CHARLES HOSMER MORSE FOUNDATION, INC.

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, literary, educational (including the encouragement of art), and scientific purposes, including specifically, but not in limitation of the foregoing, to further the arts and sciences and education therein through operation of one or more art museums, galleries and exhibitions which shall be open to the public, by the sponsorship of seminars, lectures, institutes, and by whatever means as shall be developed from time to time in the hope that such activities will add to the quality of life, education of the public, and of art appreciation by young people in this and succeeding generations; provided, however, that no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, except that reasonable compensation may be paid for services rendered to or for the

corporation to effect one or more of its purposes. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

ARTICLE III

MEMBERS

The Board of Trustees shall be members of the corporation and shall have all voting powers. The Trustees shall elect their own successors, and may succeed themselves in office. Any natural person of legal age shall be qualified to be a member of the corporation provided such person shall be elected to the Board of Trustees, and shall automatically become a member upon such election.

The Board of Trustees may establish and put into effect from time to time bylaws establishing other classes of membership not having voting powers (except to elect the majority of an Advisory Board of Directors from among their own numbers) and fixing from time to time the terms, duties, powers and privileges and responsibilities of each class of membership and of the Advisory Board of Directors, if any.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

SUBSCRIBERS

The names and addresses of the subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
JEANNETTE G. McKEAN	151 East Welbourne Avenue Winter Park, Florida 32789
HUGH F. McKEAN	151 East Welbourne Avenue Winter Park, Florida 32789
HENRY CRAGG	20 Chelton Circle Winter Park, Florida 32789
HAROLD A. WARD III	2150 Fawsett Road Winter Park, Florida 32789
DAVID R. ROBERTS	401 North Interlachen Avenue Winter Park, Florida 32789
HERBERT W. HOLM	1217 Sharon Place Winter Park, Florida 32789

ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The Officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to serve until the first election hereunder are:

JEANNETTE G. McKEAN	-	Chairman of the Board
HUGH F. McKEAN	-	President
HENRY CRAGG	-	Vice President
HAROLD A. WARD III	-	Secretary
HERBERT W. HOLM	-	Treasurer

ARTICLE VIII

TRUSTEES

The Board of Trustees of the corporation shall consist of not less than three persons, the exact number to be determined in accordance with the provisions of the bylaws.

ARTICLE IX

INITIAL TRUSTEES

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

<u>NAME</u>	<u>ADDRESS</u>
JEANNETTE G. McKEAN	151 East Welbourne Avenue Winter Park, Florida 32789
HUGH F. McKEAN	151 East Welbourne Avenue Winter Park, Florida 32789
HENRY CRAGG	20 Chelton Circle Winter Park, Florida 32789
HAROLD A. WARD III	2150 Fawsett Road Winter Park, Florida 32789
DAVID R. ROBERTS	401 North Interlachen Avenue Winter Park, Florida 32789
HERBERT W. HOLM	1217 Sharon Place Winter Park, Florida 32789

ARTICLE X

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the trustees of the corporation.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the trustees of the corporation.

ARTICLE XII

MISCELLANEOUS

Section 1. Neither the members, trustees, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Florida "corporation not for profit" act, Chapter 617, Part I, or as the same may be amended.

Section 4. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws).

Section 5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. The corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 7. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax

imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of this corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of §617.05, 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, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court 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.

*Jeannette G. McKean*  
JEANNETTE G. MCKEAN

*Hugh F. McKean*  
HUGH F. MCKEAN

*Henry Cragg*  
HENRY CRAGG

*Harold A. Ward III*  
HAROLD A. WARD III

*David R. Roberts*  
DAVID R. ROBERTS

*Herbert W. Holm*  
HERBERT W. HOLM

Articles of Incorporation

Page Nine

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1976 by JEANNETTE G. McKEAN and  
HUGH F. McKEAN.

Alice J. Pettig, NOTARY PUBLIC  
Notary Public, State of Florida at Large.  
My Commission Expires My Commission Expires July 21, 1978

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
2<sup>nd</sup> day of April, 1976, by HENRY CRAGG.

Alice J. Pettig, NOTARY PUBLIC  
Notary Public, State of Florida at Large.  
My Commission Expires My Commission Expires July 21, 1978

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1976 by HAROLD A. WARD III.

Alice J. Pettig, NOTARY PUBLIC  
Notary Public, State of Florida at Large.  
My Commission Expires My Commission Expires July 21, 1978

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1976, by DAVID R. ROBERTS.

Alice J. Pettig, NOTARY PUBLIC  
Notary Public, State of Florida at Large.  
My Commission Expires My Commission Expires July 21, 1978

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1976, by HERBERT W. HOLM.

Alice J. Pettig, NOTARY PUBLIC  
Notary Public, State of Florida at Large.  
My Commission Expires My Commission Expires July 21, 1978

(SEAL)