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FLORIDA NON-PROFIT CORPORATION
THE PECK FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

WARD DAMON & POSNER

SUBJECT: THE PECK FOUNDATION, INC.
REF: W00000018150

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
THE PECK FOUNDATION, INC.**

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be **THE PECK FOUNDATION, INC.** For convenience, the Corporation is hereinafter referred to as the "Foundation."

**ARTICLE II
DURATION AND COMMENCEMENT**

The duration of the Foundation shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III
PURPOSES AND POWERS**

The purpose for which the Foundation is organized and the general nature of the activities shall be:

- A. To have all of powers enumerated in Section 617.021, Florida Statutes;
- B. To engage in activities as a non-private Foundation under Section 501(c)(3) of the Internal Revenue Code; including without limitation, support for those schools, universities and institutions of higher learning, including, but not limited to, medical schools and universities, as well as other eligible charitable institutions. In addition, five (5%) percent of all charitable distributions shall be delivered to the

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West Palm Beach, FL 33407
Florida Bar No: 525685

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University of Maryland Medical School and two and one-half (2.5%) percent shall be delivered to John Hopkins University, for so long as the respective schools continue to serve as institutions of higher learning.

C. The Foundation is organized exclusively for charitable, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

D. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on:

- (1) by a Foundation 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
- (2) by a Foundation, 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 Law).

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ARTICLE IV
MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Foundation shall be as set forth in the By-Laws of the Foundation.

ARTICLE V
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation 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 of 1954, or other corresponding provision of any future United States Internal Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Foundation 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 VI
DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than nine (9) persons.

B. Election of Directors. Election of Directors of the Foundation shall be as set forth in the By-Laws of the Foundation.

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C. Original Board of Directors. The names and addresses of the first Board of Directors of the Association are as follows:

<u>Name</u>	<u>Address</u>
George Peck	11907 Turtle Beach Road, North Palm Beach, Florida 33408
George C. Peck, Jr.	11907 Turtle Beach Road, North Palm Beach, Florida 33408
Richard E. Peck	11907 Turtle Beach Road, North Palm Beach, Florida 33408
Deborah Peck Philips	11907 Turtle Beach Road, North Palm Beach, Florida 33408

**ARTICLE VII
OFFICERS**

A. Subject to overall supervision of the Board of Trustees of the Foundation and to any special provisions of the By-Laws of the Foundation, the affairs of the Foundation are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Trustees to be held at such time as may be determined by the By-Laws):

President, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one person.

B. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
George Peck	President/Treasurer
George C. Peck, Jr.	Vice President
Richard E. Peck	Vice President
Deborah Peck Philips	Vice President
Michael J Posner	Secretary

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Fax Audit No.:H00000038087 3

**ARTICLE VIII
BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

**ARTICLE IX
INCORPORATOR**

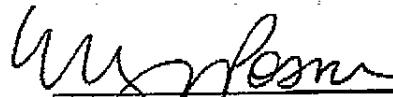
The name and address of the Incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Michael J Posner, Esq.	4420 Beacon Circle, Suite 100 West Palm Beach, Florida 33407

**ARTICLE X
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this corporation shall be at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael J Posner, Esq. The initial principal office of the corporation shall be at 11907 Turtle Beach Road, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 20th of July, 2000.



 Michael J Posner, Incorporator and
 Registered Agent

[notary shown on next page]

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Fax Audit No.:H00000038087 3

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

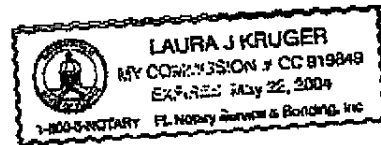
WITNESS my hand and official seal in the County and State last aforesaid this 20th day of July, 2000.

Notary Public, State of Florida at Large

Sign: *Laura J Kruger*

Print: Laura J Kruger

My Commission Expires:



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West Palm Beach, FL 33407
Florida Bar No: 525685

Fax Audit No.:H00000038087 3

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for THE PECK FOUNDATION, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 617.0503 Florida Statutes.

Date: July 20, 2000



Michael J Posner

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