

N 110000004294

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

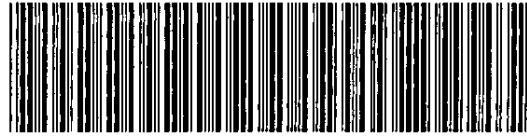
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200205233282

04/29/11 01029 0111 **87.50

FILED
11 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRD 5/2



PETITT WOLFE CRAINE WORRELL PORTER LLC
One Urban Centre
4830 W. Kennedy Blvd. Suite 475
Tampa, FL 33609
p 813.443.5345
f 813.443.8331
www.pwcwp.com

Richard T. Petitt, Esq.
Rich@pwcwp.com

April 27, 2011

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

SUBJECT: THE BEN COHEN STANDUP FOUNDATION, INC.

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 (filing fee, certified copy and certificate).

Richard T. Petitt
4830 West Kennedy Blvd., Suite 475
Tampa, Florida 33609-2564
(813) 443-5345
Rich@pwcwp.com

RTP/ipr
Enclosures

ARTICLES OF INCORPORATION
OF
THE BEN COHEN STANDUP FOUNDATION, INC.

FILED
11 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **THE BEN COHEN STANDUP FOUNDATION, INC.** (the "Corporation"). The principal office and mailing address of the Corporation is 75 – 5th Street NW, Suite 800, Atlanta, Georgia 30308. The registered agent address is 4830 West Kennedy Blvd., Suite 475, Tampa, Florida 33609-2564.

ARTICLE TWO

The Corporation is a not for profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and to do all things necessary for an incidental to the accomplishment of the purposes and goals

of the Corporation.

Notwithstanding the provisions of this Article Four, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or (2) as a corporation contributions to which are deductible under Section 170(c)(2), 2055(a), and 2522(a) of the Code.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 4830 West Kennedy Blvd., Suite 475, Tampa, Florida 33609; and the name of its initial registered agent at such address is RICHARD T. PETITT. Richard T. Petitt voluntarily accepts such appointment and is familiar with the obligations of the position of registered agent.

ARTICLE SIX

The number of directors and the method of their election shall be determined by the Bylaws of the Corporation and shall be subject to change from time to time to time as the Bylaws may be amended. The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the

persons who are to serve as the initial directors are

Ben Christopher Cohen
Grove Barn
Northampton Road
West Haddon
Northampton, England
NN6 7AS

Patrick Davis
75 – 5th Street NW, Suite 800
Atlanta, Georgia 30308

Geoff Cornell
30 Fifth Street
Suite 905
Atlanta, Georgia 30308

Richard T. Petitt
Petitt Wolfe Craine Worrell Porter LLC
4830 West Kennedy Blvd., Suite 475
Tampa, Florida 33609-2564

Jill Caroline Tipping
29, St Andrews Gardens
Shepherdswell
Dover
Kent, England CT15 7LP

The members of the Board of Directors shall serve without compensation, and no member shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors except reimbursement for actual expenses incurred in connection with the business of the Corporation.

ARTICLE SEVEN

The name and address of the incorporator is:

Richard T. Petitt
4830 West Kennedy Blvd., Suite 475
Tampa, Florida 33609-2564

ARTICLE EIGHT

The Corporation shall have no shareholders or members.

ARTICLE NINE

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE TEN

1. The Corporation is not organized for pecuniary benefit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Four hereof.
2. Notwithstanding anything to the contrary in any provision of these Articles of

Incorporation or of the Bylaws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, it shall not act, operate, or engage in any transaction which would subject the Corporation or any other persons to tax imposed by Section 4941 to 4945 of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, 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 purpose set forth in Article Four hereof.
4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage any activities that are unlawful under applicable federal, state or local laws.
5. The Corporation shall not operate for the primary purpose of carrying on trade or business for profit.

6. The territory in which the Corporation's operations are principally to be conducted is the United States of America.
7. In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposed herein set forth, all of the business, property, and assets of the Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized or operated exclusively for charitable, religious, and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code as the directors of this Corporation may elect and designate; and in no event shall any of the said assets or property, in the event of dissolution, go or be distributed to any persons for reimbursement of any sum described, donated, or contributed by such person, or for any other such purpose.

IN WITNESS WHEREOF, I have hereunto set my hands this 26th day of April 2011.


Richard T. Petitt, Incorporator

FILED
11 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11 APR 29 PM 12:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 26th day of April

2011, personally appeared RICHARD T. PETITT who, after being duly sworn,

declared that he is the person who signed the foregoing document as incorporator

and that the statements contained herein are true.

Ida Pamela Rankin
Notary Public

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

FILED
11 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned person accept the position of registered agent for THE BEN

COHEN STANDUP FOUNDATION, INC. By signing this statement I acknowledge

that I am familiar with and accept the obligations of the position of Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hands on this 26th day of

April 2011.


Richard T. Petitt, Registered Agent