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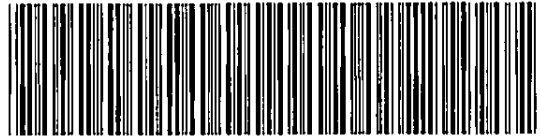
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BRANIFF FAMILY PRIVATE FOUNDATION, INC.

A Florida Non-Profit Corporation

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

1.01 Name

The name of this corporation shall be: BRANIFF FAMILY PRIVATE FOUNDATION, INC. The business of the corporation may be conducted as BRANIFF FAMILY FOUNDATION.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

BRANIFF FAMILY PRIVATE FOUNDATION, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any

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future Federal tax code. Specifically, the Corporation shall be making distributions from time to time to various public charities selected by the Board of Directors which qualify as organizations which are tax-exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code or the corresponding sections of any future federal tax code.

ARTICLE IV
NON-PROFIT NATURE

4.01 Private Foundation Provisions

a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b) The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e) The corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.02 Non-Profit Nature

BRANIFF FAMILY PRIVATE FOUNDATION, INC., is organized exclusively for charitable and educational purposes specifically being the making of distributions to public charities that qualify as exempt organizations under Section 501 (c) (b) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. No part of the net earnings of BRANIFF FAMILY PRIVATE FOUNDATION INC. 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

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal under Section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BRANIFF FAMILY PRIVATE FOUNDATION, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of BRANIFF FAMILY PRIVATE FOUNDATION, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the BRANIFF FAMILY PRIVATE FOUNDATION, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations are qualified charities.

The organizations which are to receive the assets of BRANIFF FAMILY PRIVATE FOUNDATION, INC. hereunder shall be selected in the discretion of a majority of the members of the Board of Directors of the BRANIFF FAMILY PRIVATE FOUNDATION, INC. and if a majority of the members of its Directors cannot so agree, then the assets of this corporation shall be distributed to the same qualified organizations which were the recipients of distributions in the calendar year immediately preceding the calendar year of dissolution in the same proportions as those which were applicable in such immediately preceding calendar year.

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4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) 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.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

BRANIFF FAMILY PRIVATE FOUNDATION, INC. shall be governed by its Board of Directors.

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5.02 Initial Directors

The respective names and addresses of initial directors of the corporation shall be as follows:

<u>Name</u>	<u>Addresses</u>
Braniff, John K.	12940 Hammock Crossing Palm Beach Gardens, Florida 33418
Braniff, James M.	330 East 75th Street. #4 G New York, New York 10021
Braniff, Edward III	119 Garfield Avenue Avon By The Sea, NJ 07717
Braniff, Suzanne M.	25 Meadow Avenue, Unit 76 Monmouth Beach, New Jersey 07750
Braniff, Carol	340 B English Oak Lane Ponte Vedra Beach, Florida 32082

5.03 Manner of Election

The Board of Directors, the initial members of which are designated in Section 5.02 on this Article V, shall be self-perpetuating with Board members electing their own replacements by majority vote. At all times there shall be not less than three (3) nor or more than fifteen (15) Directors.

ARTICLE VI
NO MEMBERSHIP

6.01 Membership

BRANIFF FAMILY PRIVATE FOUNDATION, INC. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as more particularly set forth in the corporation's By-Laws.

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two thirds (2/3) of the board of directors.

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ARTICLE VIII
ADDRESS OF THE CORPORATION

8.01 Corporate Address

The street address and mailing address of the corporation is:

BRANIFF FAMILY PRIVATE FOUNDATION, INC.
c/o John K. Braniff
12940 Hammock Crossing
Palm Beach Gardens, Florida 33418

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

John K. Braniff
12940 Hammock Crossing
Palm Beach Gardens, Florida 33418

ARTICLE X
INCORPORATOR

10.1 The incorporator of the corporation is as follows:

John K. Braniff
12940 Hammock Crossing
Palm Beach Gardens, Florida 33418

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ARTICLE XI
EFFECTIVE DATE

11.1 The Effective date of these Articles of Incorporation shall be the date of its filing with the Florida Divisions of Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

John K. Braniff
John K. Braniff, Signature of Registered Agent

4/16/23
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

John K. Braniff
John K. Braniff, Signature of Incorporator

4/16/23
Date

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