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REFERENCE : 633774 1024A

AUTHORIZATION :
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ORDER DATE : July 7, 1995
ORDER TIME : 10:24 AM
ORDER NO. : 633774
CUSTOMER NO: 1024A

CUSTOMER: Michael L. Duffy, Esq
ALLEY MAASS ROGERS & LINDSAY,
PA
321 Royal Poinciana Plaza
P. O. Box 431
Palm Beach, FL 33480

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DOMESTIC FILING

NAME: CARVEL FOUNDATION, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUL 10 1995

FILED
95 JUL -7 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
CARVEL FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
95 JUL -7 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED PERSON, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

ARTICLE I
NAME

The name of the Florida not-for-profit corporation is CARVEL FOUNDATION, INC.

ARTICLE II
DURATION

This Florida not-for-profit corporation shall have perpetual duration commencing on the date the Secretary of State receives these Articles.

ARTICLE III
PURPOSES

This corporation is organized as a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes. The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, testing for public safety, literary, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the Code) and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent federal tax laws and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation,

except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

No part of the net earnings of the corporation shall inure to the benefit of any member including a director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of this certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Regulations promulgated thereunder, as may be amended from time to time, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

This Florida not-for-profit corporation's initial address and principal place of business shall be:

P.O. Box 48, Hollywood, Florida 33022-0048.

ARTICLE V
SUBSCRIBER

The name and address of the person signing these Articles is:

AGNES CARVEL
265 N. Country Club Drive
Atlantis, Florida

ARTICLE VI
BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The names and addresses of the persons who are to serve as Directors until the first election are:

AGNES CARVEL
265 N. Country Club Drive
Atlantis, Florida 33462

PAMELA CARVEL
265 N. Country Club Drive
Atlantis, Florida 33462

LINDA CARVEL
317r Van Buren Street
Hollywood, Florida 33020

Thereafter, the Board of Directors shall be elected as provided in the Bylaws. Members of the initial Board of Directors need not be members of the corporation.

ARTICLE VII
AMENDMENT

These Articles of Incorporation may be amended, altered, rescinded, or added to as provided for in the Bylaws

ARTICLE VIII
VOTING

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have nor provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or director.

ARTICLE IX
POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the corporation, as may be amended from time to time.

Agnes Carvel
July 6, 1995
(SEAL)
AGNES CARVEL/Subscriber

Fort Lauderdale Florida
A PASS #044307779 was Produced AS 11

Lara R. Suttie

STATE OF FLORIDA)
 BROWARD) SS.
COUNTY OF PALM BEACH)

The forgoing instrument was acknowledged before me the July 6, 1995 by AGNES CARVEL of THE CARVEL FOUNDATION, INC., a Florida not for profit corporation, on behalf of the corporation. AGNES CARVEL is personally known to me or has produced USA PASSP. as identification.

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: Sept. 29, 1995.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.

Sara K. Tuttle
NOTARY SARA K. TUTTLE

Designation of Registered Agent

The initial registered agent of this corporation shall be NEAL KNIGHT, 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Acceptance

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

Neal Knight
NEAL KNIGHT

FILED
95 JUL -7 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The foregoing Articles of Incorporation were acknowledged before me this 5TH day of JULY, 1995, by NEAL KNIGHT, who is personally known to me.

Harriet Jay White
Notary Public

(NOTARIAL SEAL)

