

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N 060000002102

Russell-Olen Family
Charitable Foundation
Inc

300003187989-4
-03/29/00-01012-020
*****78.75 *****78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
MAR 29 AM 10:15
7. SMITH MAR 30 2000

**ARTICLES OF INCORPORATION
OF
RUSSELL-OLEN FAMILY CHARITABLE FOUNDATION, INC.**

I, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, I hereby make, execute and adopt the following Articles of Incorporation:

FILED
MAR 29 11:00
00
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 03-35
BY 60322

ARTICLE I. NAME

The name of this corporation is the Russell-Olen Family Charitable Foundation, Inc.

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence will begin when the corporation is filed with the Secretary of State.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

A. To provide an organization which will fulfill the charitable desires of George Russell-Olen and Else Russell-Olen, M.D. and be an organization contributions to which are deductible as charitable contributions under Internal Revenue Code Section 170 during life and Section 2055 at death.

B. To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom and the

principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

C. To make donations to existing and deserving exempt organizations described in Section 501(c)(3) and Section 170(c)(2) in order to benefit the community and provide scholarships through donations to such organizations and Universities including technical schools and art schools.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as

organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) Make any taxable expenditure as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

(A) The initial registered office of the corporation is to be located at 7602 Fairway Woods Dr., Sarasota, Florida 34238 and the initial resident agent is Else Russell-Olen, M.D..

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The initial directors of the corporation until the first annual meeting were as follows:

Else Russell-Olen, M.D., 7602 Fairway Woods Dr., Sarasota,
Florida 34238

George Russell-Olen, 7602 Fairway Woods Dr., Sarasota, Florida
34238

Lisa Russell Paul, 121 Traplo Rd., Lincoln, Massachusetts 01773

The Board of Directors shall not be less than three nor more than five members.

ARTICLE V. POWERS

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

B. The Corporation shall be able to receive bequests from wills or trusts.

C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed for such time, to invest and reinvest corporate assets in any type of property or security or accounts including margin accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation through its officers shall exercise any options, rights, conversion privileges pertaining to any securities held by the corporation.

D. The corporation may make grants or otherwise encourage and support other organizations, individuals or groups engaged in similar activities, and may grant annuities and welfare assistance to worthy indigents; and may

establish or make awards to persons or organizations for the purposes of fostering good citizenship, good Samaritan and other persons benefiting education.

ARTICLE VI. SUBSCRIBERS

The name and residence address of the subscriber to these Articles of Incorporation was:

Else Russell-Olen, M.D., 7602 Fairway Woods Dr., Sarasota, Florida
34238

ARTICLE VII. OFFICERS

The affairs of the corporation shall be conducted and managed by a President, one or more Vice-Presidents, a Secretary and a Treasurer, who will be elected in accordance with the By-laws of the Corporation. The initial officers shall be:

President, Secretary, Treasurer: Else Russell-Olen, M.D., 7602
Fairway Woods Dr., Sarasota, Florida 34238.

Vice-President: George Russell-Olen, 7602 Fairway Woods Dr.,
Sarasota, Florida 34238

ARTICLE VIII. BY-LAWS

The By-laws of the Corporation are to be made and adopted by the original incorporator and may be altered or rescinded by two-thirds of the Directors.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

ARTICLE X. LIMITATIONS

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall be carry on any other activities not permitted to be carried on by an organization 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.

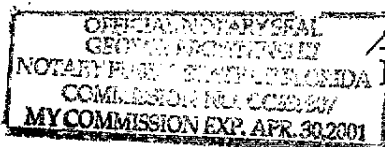
IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set her hand and seal this 28th day of March, 2000.

Else Russell-Olen, M.D.
Else Russell-Olen, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Else Russell-Olen, M.D. to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of March, 2000.



George Brown
Notary Public

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

In pursuance of Chapter 607.034 of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That RUSSELL-OLEN FAMILY CHARITABLE FOUNDATION, INC., with its principal office at 7602 Fairway Woods Dr., Sarasota, Florida 34238, has named Else Russell-Olen, M.D. as its Registered Agent to accept services of process within this State.

DIRECTORS: The business of this corporation shall be managed by its Board of Directors.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Else Russell-Olen, M.D.
Else Russell-Olen, M.D.
Registered Agent

11:11 PM
00 MAR 29 PM 3:35
RECEIVED
TALLAHASSEE, FLORIDA