

TRANSMITTAL LETTER

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

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08/29/00 01061-008
*****87.50 *****87.50

SUBJECT: Richard T. and Martha B. Baker Foundation of Florida **TAC**
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Erik Edward Joh, P.A.
Name (Printed or typed)

4600 N. Ocean Blvd., Suite 206
Address

Boynton Beach, FL 33435
City, State & Zip

561-276-1008
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Mark McCalester GAVE
AUTHORIZATION BY PHONE TO
CORRECT doc by adding Tax
DATE 09-01-00
LOC. EXAM. J. Bryson

FILED
00 AUG 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED STATE
DEPARTMENT OF STATE
00 AUG 29 AM 9:14
DIVISION OF LICENSING
TALLAHASSEE, FL

[Signature]

FILED
00 AUG 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RICHARD T. AND MARTHA B. BAKER FOUNDATION OF FLORIDA, INC.

The undersigned, desiring to form a charitable corporation under the Non-profit Corporation Law of Florida, Chapter 617 of the Florida Statutes, hereby certifies:

ARTICLE I – NAME

The name of the Corporation shall be RICHARD T. AND MARTHA B. BAKER FOUNDATION OF FLORIDA, INC.

ARTICLE II – PRINCIPAL OFFICE

The place in Florida where the principal office of the Corporation is to be located is the City of Boynton Beach, Palm Beach County.

ARTICLE III – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific and religious purposes, including for such purposes, but without limitation thereon, making grants for such purposes to organizations described in Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954, as amended from time to time (hereinafter, the "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and power is conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and / or income therefrom or to distribute the same for the above purposes.

ARTICLE IV – MANNER OF ELECTION

The initial Members of the Corporation shall be Richard T. Baker and Martha B. Baker. The Bylaws may make additional provisions with regard to the Members of the Corporation, including the manner in which the Members are elected or appointed.

The initial Directors of the Corporation are listed in ARTICLE V. The Bylaws may make additional provisions with regard to the Directors of the Corporation, including the manner in which the directors are elected or appointed.

ARTICLE V – INITIAL DIRECTORS

The following persons shall serve the Corporation as Directors until the first annual meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
Richard T. Baker	4600 North Ocean Boulevard, Suite 101 Boynton Beach, Florida 33435
Martha B. Baker	4600 North Ocean Boulevard, Suite 101 Boynton Beach, Florida 33435
Donna Fuller Smith	4600 North Ocean Boulevard, Suite 101 Boynton Beach, Florida 33435

ARTICLE VI – NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or private individuals, but 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 hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as amended, an organization described in Section 501 (c) (3) thereof. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding anything to the contrary hereinbefore contained:

- (a) 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;
- (b) the Corporation shall not engage in any act of “self-dealing” as defined in Section 4941 (d) of the Code;
- (c) the Corporation shall not retain any “excess business holdings” as defined in Section 4943 (c) of the Code;
- (d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any "taxable expenditures" as defined in Section 4945 (d) of the Code.

ARTICLE VII – DISSOLUTION AND MERGER

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, scientific or religious purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article VII only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Section 170 (c) (2) (B) and in Section 501 (c) (3) of the Code. Any of such assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

Pursuant to Florida Statutes 617.1107, the Corporation is permitted to merger with one or more domestic corporations, provided the other corporation is a charitable corporation, and the surviving or new corporation must also be a charitable corporation.

ARTICLE VIII – REFERENCES

Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

ARTICLE IV – INCORPORATION

The name and Florida address of the Incorporator is:

RICHARD T. BAKER
4600 NORTH OCEAN BOULEVARD, SUITE 101
BOYNTON BEACH, FLORIDA 33435

ARTICLE X – INITIAL REGISTERED AGENT

The name and Florida address of the initial registered agent is:

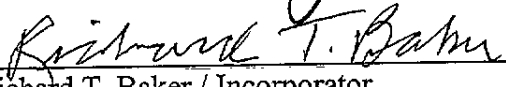
ERIK EDWARD JOH, P.A.
4600 NORTH OCEAN BOULEVARD, SUITE 206
BOYNTON BEACH, FLORIDA 33435

RICHARD T. AND MARTHA B. BAKER FOUNDATION OF FLORIDA INC

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.


Erik Edward Joh / Registered Agent

8/4/00
Date


Richard T. Baker / Incorporator

7/14/8000
Date

FILED
00 AUG 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA