

Division of Corporations

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From: Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.
Account Number : 072627002473
Phone : (305) 856-2444
Fax Number : (305) 285-9227

FLORIDA NON-PROFIT CORPORATION

The Ralph and Jeanine Marrinson Charitable Foundatio

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**ARTICLES OF INCORPORATION
OF THE
RALPH A. AND JEANINE M. MARRINSON CHARITABLE FOUNDATION, INC.**

The undersigned incorporators, under the Florida Not For Profit Corporation Act (the "Act"), adopt these Articles of Incorporation:

ARTICLE I

1. NAME AND PRINCIPAL OFFICE.

1.1 Name. The name of this Corporation is **THE RALPH A. AND JEANINE M. MARRINSON CHARITABLE FOUNDATION, INC.**

1.2 Office. The principal place of business and mailing address of this Corporation shall be 1601 NE 26th Street, Fort Lauderdale, Florida 33305.

ARTICLE II

2. PURPOSE AND POWERS.

2.1 Purpose. This Corporation is formed exclusively for the purpose of receiving and administering funds and to use and apply the whole or any part of the income or principal of those funds exclusively for charitable, religious, scientific, humane, cultural, artistic or literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended. This purpose is subject to the restrictions and limitations stated in paragraph 2.3.

2.2 Specific Charitable Purposes. In furtherance of the charitable purposes stated in paragraph 2.1, and subject to the limitations under paragraph 2.3, the funds received by the Corporation may, in whole or in part, be applied:

A. To organizations who provide programs to boys and girls of all races and creeds designed to stimulate decision making, self-discovery, and self-confidence; help develop skills, provide for community development, and promote good citizenship.

B. To museums of fine arts to provide for educational programs in art appreciation, art exhibits, and to provide funds in the search of fine art of all types.

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C. To organizations which provide for scientific research of the medical, social, psychological, professional, and ethical concerns that have emerged as the result of the extended life cycles of people, including basic research into the cause of Alzheimer's, Parkinson's, and Hodgkin's diseases.

D. To organizations which provide services in animal control, adoption, foster care, veterinary medicine, humane education, and companion animal programs.

E. To endow teaching chairs, libraries, and other projects determined by selected universities in the United States to be necessary in the fulfillment of their educational mission, and for scholarships to students who have demonstrated a need for financial help to the university for whom the scholarships are given.

F. And for any other charitable, scientific, humane, cultural, artistic, literary, or educational purpose that may qualify under the general purpose stated in paragraph 2.1 as selected by the Board of Trustees of the Corporation.

2.3 Limitations.

A. **Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of any member, 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, 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.

B. **Propaganda.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, lobbying 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.

C. **Income Distribution.** 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 Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

D. **Self-Dealing.** The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

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E. Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

F. Investments. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

G. Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

H. Exempt Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, 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 hereafter be amended.

I. Dissolution Distributions. 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 Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

2.4 Powers. This Corporation shall have the powers as granted by the Act. These powers may not be exercised or exercisable in violation of the purposes stated in paragraph 2.1 as limited by the provisions of paragraph 2.2.

ARTICLE III

3. DIRECTORS.

3.1 Initial. The names and addresses of the individuals who are to serve as initial directors of this Corporation are:

- A. Ralph A. Marrinson, 35 Isla Bahia, Fort Lauderdale, FL 33316;
- B. Jeanine M. Marrinson, 35 Isla Bahia, Fort Lauderdale, FL 33316; and
- C. William A. Zeiher, 2448 NE 27th Avenue, Fort Lauderdale, FL 33305.

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3.2 Bylaws. The initial Board of Directors shall adopt the Bylaws of this Corporation. These Bylaws shall not be inconsistent with the purposes stated in paragraph 2.1 as limited by the provisions of paragraph 2.2

3.3 Election. The method of electing Directors shall be stated in the Bylaws of the Corporation.

ARTICLE IV

4. MISCELLANEOUS PROVISIONS.

4.1 Registered Agent. The address of the initial registered office of the Corporation shall be, 1601 NE 26th Street, Fort Lauderdale, Florida 33305. The initial registered agent shall be Ralph A. Marrinson. His business office address is 1601 NE 26th Street, Fort Lauderdale, Florida 33305.

4.2 Incorporator. The name and street address of each incorporator to these Articles of Incorporation is Ralph A. Marrinson and Jeanine M. Marrinson, both at 35 Isla Bahia, Fort Lauderdale, Florida 33316.

The incorporators have signed these Articles of Incorporation this 20th day of ^{October} ~~September~~ 2000.. *J.M.*


RALPH A. MARRINSON


JEANINE M. MARRINSON

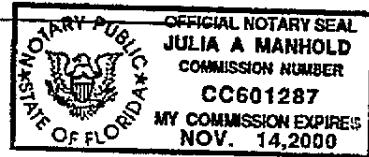
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**STATE OF FLORIDA
COUNTY OF BROWARD**

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RALPH A. MARRINSON and JEANINE M. MARRINSON**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation as Incorporators.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of ~~September~~ October 2000..

Julia A. Manhold
Notary Public
Print Name: **JULIA A. MANHOLD**
Commission No. _____
Commission Expires: _____



REGISTERED AGENT'S STATEMENT

I, **RALPH A. MARRINSON**, the person named as the initial registered agent of the corporation and the person to accept service of process on behalf of the corporation. I acknowledge that my business address is 1601 NE 26th Street, Fort Lauderdale, Florida 33305. I accept the appointment as Registered Agent and agree to act in that capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
RALPH A. MARRINSON

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