

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
Tel (904) 222-1370 • 1-800-342-8062 • Fax (850) 222-1222

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The Tranfo Family Foundation, Inc

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- ☒ 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

01 JAN 30 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JAN 30 AM 11:03
DIVISION OF CORPORATION
RECEIVED

T.SMITH JAN 30 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier

ARTICLES OF INCORPORATION OF
THE TRANFO FAMILY FOUNDATION, INC.

FILED
01 JAN 30 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby executes these Articles of Incorporation of THE TRANFO FAMILY FOUNDATION, INC. intending to form a Corporation not for profit under Florida Statute Chapter 617:

ARTICLE I

NAME

The name of this not-for-profit Corporation shall be THE TRANFO FAMILY FOUNDATION, INC.

ARTICLE II

PURPOSES

This Corporation is organized exclusively for religious, charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any future federal tax code.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV

OFFICERS

SECTION 1: The officers of the Corporation shall be the President, a Vice President, a Secretary and a Treasurer.

SECTION 2: The officers shall be elected or appointed at the annual meeting of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1: The affairs of the Corporation shall be managed by a Board of Directors.

SECTION 2: The Board of Directors shall be no less than three (3) nor more than five (5) Directors.

SECTION 3: Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws of the Corporation.

SECTION 4: The names of the persons who are to serve as the initial Board of Directors of this Corporation and who are to serve for the ensuing year and their respective addresses are:

Joseph C. Tranfo	6920 Harbor Circle, Stuart, Florida
Linda M. Tranfo	6920 Harbor Circle, Stuart, Florida
Joseph C. Tranfo	34 Will Merry Lane, Greenwich, Connecticut
Jane H. Tranfo	34 Will Merry Lane, Greenwich, Connecticut

ARTICLE VI

BY-LAWS

SECTION 1: The initial By-Laws of the Corporation shall be adopted by a 50% vote of the Board of Directors.

SECTION 2: The By-Laws may be amended by a 50% vote of the Board of Directors.

ARTICLE VII

EARNINGS AND NEGATION OF PECUNIARY GAIN

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends.

Notwithstanding any other provisions of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or any other person, except the Corporation is authorized to reimburse its directors and officers for reasonable expenses incurred in the management of the Corporation, and to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article II hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE VIII

PROHIBITION OF CERTAIN ACTIVITIES

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provisions of these Articles of Incorporation to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from

taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE IX

FOUNDATION STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986); from retaining any excess business holdings (as defined in Section 4943(c) the Internal Revenue Code of 1986); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986; and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1986), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Internal Revenue Code of 1986. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986.

ARTICLE X

PRINCIPAL AND REGISTERED OFFICE

The address of the principal and registered office of the Corporation is:

C/O JOSEPH C. TRANFO
6920 Harbor Circle
Stuart, Florida 34996

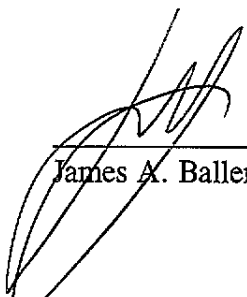
ARTICLE XI

REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

James A. Ballerano, Jr.
c/o Chapin, Armstrong & Ballerano
1201 George Bush Blvd.
Delray Beach, FL 33483

I hereby am familiar with and accept the duties and responsibilities as registered agent for
The Tranfo Family Foundation, Inc.



James A. Ballerano, Jr., Registered Agent

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of this Corporation is:

JOSEPH C. TRANFO
6920 Harbor Circle
Stuart, Florida 34996

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended by a 50% vote of the Board of Directors.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of this Corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for payment of all of the known liabilities of the Corporation, dispose of the Corporation's remaining assets exclusively for the purposes of this Corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, Florida, or any other court having jurisdiction over this Corporation in regard to its dissolution exclusively for the purposes of this Corporation.

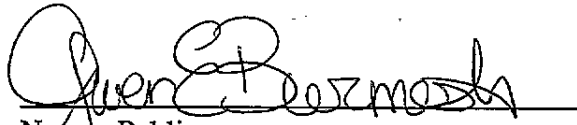
IN WITNESS WHEREOF, these Articles of Incorporation of THE TRANFO FAMILY FOUNDATION, INC. have been executed by the Incorporator of this Corporation this 9th day of January, 2001.


JOSEPH C. TRANFO

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

Subscribed and sworn to before me, a Notary Public, by JOSEPH C. TRANFO, who is
personally known to me, this 9th day of January, 2001.


Notary Public

Prepared by:
James A. Ballerano, Jr., Esq.
Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, FL 33483
Telephone: 561-272-1225

GWEN E. BURMESTER
NOTARY PUBLIC NO. 119875
STATE OF CONNECTICUT
COMMISSION EXPIRES 9-30-03

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SECRETARY OF STATE
TALLAHASSEE FLORIDA