

NO5000012267

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900061601719

12/07/05--01005--013 **87.50

FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 DEC -7 AM 10:45

RECEIVED

FILED
DIVISION OF CORPORATIONS
05 DEC -7 AM 11:43

B. McKnight DEC 08 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 742825 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 7, 2005

ORDER TIME : 10:12 AM

ORDER NO. : 742825-005

CUSTOMER NO: 9081A

DOMESTIC FILING

NAME: LILY BRENTANO FOUNDATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION OF
LILY BRENTANO FOUNDATION, INC.
A NON-PROFIT CORPORATION

I, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles of Incorporation for a corporation not for profit, pursuant to Florida Statute 617.

FILED
CLERK OF CIRCUIT COURT
05 DEC -7 AM 11:43

ARTICLE I
THE NAME OF THE CORPORATION

The name of this non-profit corporation shall be:

LILY BRENTANO FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND ADDRESS

The principal office of the Corporation and its address shall be 2600 N.E. 14TH Street Causeway, Pompano Beach, Florida 33062. The mailing address of the Corporation shall be 2600 N.E. 14TH Street Causeway, Pompano Beach, Florida 33062.

ARTICLE III
GENERAL NATURE OF BUSINESS

The specific purpose for which the Corporation is organized is, subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary or educational purposes pursuant to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and its valid regulations and all related provisions.

ARTICLE IV
POWERS

Notwithstanding any other provisions of these articles, this organization shall not carry on any 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 1986 or the corresponding provisions of any future United State Internal Revenue law.

ARTICLE V
ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or property transferred and to make payments and distributions in furtherance of the purposes set forth in Article IV above.

ARTICLE VI
DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, all of its assets shall be distributed to the Community Foundation of Broward County, to be used by such Foundation to establish and maintain a separate fund in perpetuity entitled the "Lily Brentano Educational Fund", and the purpose of such fund shall be to provide college scholarships based upon need and distributed approximately equally between Caucasian and non-Caucasian students. Notwithstanding the preceding sentence, the Corporation's assets shall be distributed to the Community Foundation of Broward County only if such Foundation at the time of distribution qualifies as a public charity described in § 509(a)(1) of the Internal Revenue Code of 1986 ["I.R.C."] and has so qualified for at least sixty (60) consecutive months prior to such distribution. If the Community Foundation of Broward County is not in existence at the time of the Corporation's dissolution, or if at such time it does not qualify as a public charity described in I.R.C. § 509(a)(1) or has not qualified as one during any of the sixty (60) consecutive months prior to the dissolution, all of the Corporation's assets shall be distributed to some other organization which does qualify as a public charity described in I.R.C. § 509(a)(1) and which has so qualified during all of the sixty (60) consecutive months prior to the dissolution, and such distribution shall be for the same purpose and subject to the same restrictions as a distribution to the Community Foundation of Broward County would have been.

ARTICLE VII
MEMBERSHIP

This non-profit Corporation shall have no members.

ARTICLE VII
EXISTENCE

This non-profit Corporation shall have perpetual existence.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office shall be W. Thornton Scott, Esquire, 2600 N.E. 14th Street Causeway, Pompano Beach, Florida, 33062.

ARTICLE X
DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, whose method of election is set forth in the By-Laws.

ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the members of the initial Board of Directors and Officers of the Corporation, who shall hold office until their successors are duly elected at the first general election of officers which will be held at the first annual meeting of the Corporation, shall be:

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|----------------------|---|--------------------------------------|
| Frederick R. MacLean | 2600 N.E. 14 th Street Causeway Pompano Beach, FL 33062 | Director and President |
| Audrey Bowen-Criado | 17166 Waterbend Drive - #209 Jupiter, FL 33477 | Director and Vice President |
| Anne B. MacLean | 2600 N.E. 14 th Street Causeway Pompano Beach, FL 33062 | Director, Secretary and Treasurer |

ARTICLE XII
BYLAWS

The Bylaws of the Corporation shall be made, altered and/or rescinded by motion and majority vote of the Board of Directors of this Corporation.

ARTICLE XII
AMENDMENTS


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. An amendment may be made by any member of the Board of Directors of the Corporation if such amendment is adopted by a majority vote of the Board of Directors of this Corporation.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

W. Thornton Scott
2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062

IN WITNESS WHEREOF, I have subscribed my name this 6th day of December, 2004


W. Thornton Scott, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

SUBSCRIBED AND SWORN to before me by W. Thornton Scott, personally known to me and known to me to be the person who executed this instrument and acknowledged before me that this instrument was signed for the purposes herein expressed.

WITNESS my hand and seal this 6th day of December, 2005.



Notary Public/State of Florida
My Commission expires:
(SEAL)

This instrument was prepared by:

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062



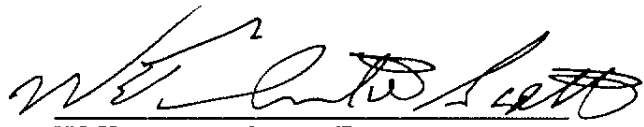
CONSENT TO SERVE AS REGISTERED AGENT
FOR
LILY BRENTANO FOUNDATION, INC.

Registered agent for LILY BRENTANO FOUNDATION, INC.

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, FL 33062

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Dated: Dec. 6, 2005.


W. THORNTON SCOTT, ESQUIRE

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of Dec, 2005, by W. Thornton Scott, Esquire, who is personally known to me.


Notary Public/State of Florida at Large
My Commission expires:
(SEAL)

This instrument was prepared by:

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, FL 33062



FILED
CLERK OF COURT
BROWARD COUNTY
05 DEC -7 AM 11:43