

Division of Corporations

Page 1 of 1

N05000012940

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000293445 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : NASH & KROMASH, LLP
Account Number : I20050000042
Phone : (321) 984-2440
Fax Number : (321) 984-1040

FILED
05 DEC 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

The Troner Family Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

C.F. 12

**ARTICLES OF INCORPORATION
FOR
THE TRONER FAMILY FOUNDATION, INC.**

FILED
05 DEC 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being natural persons competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is The Troner Family Foundation, Inc.

ARTICLE II

This Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

ARTICLE III

The Corporation shall have all statutory powers granted to not-for-profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation. Additionally, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

ARTICLE IV

The purpose of this Corporation is to operate exclusively for charitable, religious, 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 1986, as amended from time to time, (hereinafter referred to herein as the "Code"), or any corresponding section of any future federal tax code.

ARTICLE V

The initial street and mailing address for the principal place of business of the Corporation is 100 Rialto Place, Suite 950, Melbourne, Florida 32901.

ARTICLE VI

The name and address of the initial registered agent are: Rex E. Moule, Esquire, Nash, Moule & Kromash, LLP, 440 S. Babcock Street, Melbourne, Florida 32901.

ARTICLE VII

The Bylaws of the Corporation may be adopted by the members of the Corporation and may be altered or rescinded only by a vote of the majority of members of the Corporation. If for any reason there are no members of the Corporation, the Bylaws of the Corporation may be amended or rescinded by the Board of Directors in accordance with the provisions contained in the Bylaws.

ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of four (4) Directors. The number of Directors may be either increased or diminished from time to time by the members of the Corporation, but shall never be less than three (3). The Directors shall be elected by a majority vote of the members of the Corporation. If for any reason there are no members of the Corporation, the Directors shall be elected in accordance with the provisions contained in the Bylaws. The names and

addresses of the persons who shall serve as Directors until the first annual meeting of the members of the Corporation, or until successors have been elected and qualified, are as follows:

William A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Lisa A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Ann P. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Barbara Perlmutter
100 Rialto Place, Suite 950
Melbourne, FL 32901

ARTICLE IX

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

President: William A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Vice President: Lisa A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Secretary: Lisa A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

Treasurer: Lisa A. Troner
100 Rialto Place, Suite 950
Melbourne, FL 32901

ARTICLE X

The names and addresses of the initial incorporators shall be William A. Troner and Lisa A. Troner, 100 Rialto Place, Suite 950, Melbourne, Florida 32901.

ARTICLE XI

Terms and classes of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE XII

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code (or corresponding provision of any future federal internal revenue law).

ARTICLE XIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that 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 IV hereof.

ARTICLE XIV

The Articles of Incorporation may be amended by a majority vote of the members of the Corporation; provided, however, that if for any reason the Corporation should not have any members, the Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of the members of the Board of Directors.

ARTICLE XV

So long as this Corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the Corporation will not be subject to the tax under Section 4942 of the Code; and further the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XVI


Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification shall only

apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or Officer may be entitled.

ARTICLE XVII


Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article IV hereof to an organization, or organizations, organized and operated exclusively for charitable, religious, educational, or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 28th day of December, 2005.


William A. Troner, Incorporator


Lisa A. Troner, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



Rex E. Moule
Registered Agent

FILED
05 DEC 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF BREVARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared William A. Troner and Lisa A. Troner, to me known to be the persons described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who are personally known to me.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of December, 2005.



Notary Public
State of Florida
My Commission Expires: