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(Business Entity Name)

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2006 NOV - 1 P 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Stuart Selinger Foundation, Inc.*

Signature \_\_\_\_\_

Requested by: *WC*

Name \_\_\_\_\_

Date *11/1*

Time *11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ 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 \_\_\_\_\_

Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
STUART SALENGER FOUNDATION, INC.**

**FILED**

2000 NOV -1 P 1: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, we hereby make, execute and adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is the STUART SALENGER FOUNDATION, INC.

**ARTICLE II. TERM OF EXISTENCE**

The term of existence is perpetual. Corporate existence will begin when chartered by the Secretary of State.

**ARTICLE III. PURPOSES**

The purposes for which the Corporation is organized are:

A. To contribute to worthy individuals and charitable organizations, including, but not limited to educational and service organizations which serve the youth and other citizens of this Country which organizations are

organizations within the meaning of Section 501(c)(3) of the Internal Revenue Service Code.

B. To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), 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.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal

Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE IV**

(A) The initial registered office of the corporation is to be located at 1955 Gulf of Mexico Dr., Longboat Key, FL 34228, (mail address P.O. Box 8905, Longboat Key, FL 34228) and the initial resident agent is STUART SALENGER.

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The initial director of the corporation until the first annual meeting are as follows:

STUART SALENGER, 1955 Gulf of Mexico Dr., Longboat Key, FL 34228.

The Board of Directors shall not be less three nor more than five members. The remaining directors will be elected at the first meeting of directors.

#### **ARTICLE V. POWERS**

A. This corporation shall have the power to do any and all things

necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

- B. The corporation shall be able to receive bequests from wills or trust.
- C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed, or transferred from other Foundations. The corporation shall have the power to invest and reinvest corporate assets in any type of property or security or accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation

through its officers shall exercise any options, rights, conversion privileges pertaining to any securities held by the corporation.

D. The corporation may make grants or otherwise encourage and support other organizations, individuals or groups engaged in similar activities, and may establish or make awards to persons or organizations for the purposes of fostering good citizenship, youth activities, care of wildlife, care and cultivation of plants and flowers, programs benefiting farmers, and other programs benefiting education.

#### **ARTICLE VI. SUBSCRIBERS**

The name and address of the subscriber to these Articles of Incorporation is:

STUART SALENGER, 1955 Gulf of Mexico Dr., Longboat Key, FL 34228.

#### **ARTICLE VII. OFFICERS**

The affairs of the corporation shall be conducted and managed by a President, a Secretary and a Treasurer, who will be appointed annually by STUART SALENGER during his lifetime in accordance with the By-laws of the Corporation. The initial officers shall be:

President, Secretary, Treasurer: STUART SALENGER, 1955 Gulf of Mexico Dr., Longboat Key, FL 34228.



### **ARTICLE VIII. BY-LAWS**

The By-laws of the Corporation are to be made and adopted by the original incorporators and may be altered or rescinded by unanimous of the Directors.

### **ARTICLE IX. AMENDMENTS**

The Articles of Incorporation of the Corporation may be amended by the affirmative unanimous vote of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

### **ARTICLE X. LIMITATIONS**

A. The purposes for which the Corporation is organized are exclusively, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall be carry on any other 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 or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set his hand and seal this **31** day of October, 2006.

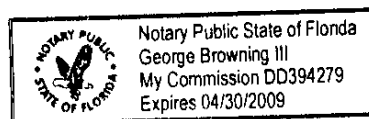
  
STUART SALENGER

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared STUART SALENGER to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Amended Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 31 day of October, 2006.

  
Notary



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That STUART SALENGER FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal office at 1955 Gulf of Mexico Dr. Longboat Key, Florida has named STUART SALENGER, as its Registered Agent to accept service of process within this state. Mail address is P.O. Box 8905, Longboat Key, FL 34228.

**OFFICERS:**

President, Secretary, Treasurer: STUART SALENGER, 1955 Gulf of Mexico Dr., Longboat Key, Florida 34228.

**DIRECTORS:**

The business of this corporation shall be managed by its Directors.

The initial director is: STUART SALENGER, 1955 Gulf of Mexico Dr., Longboat Key, FL 34228.

The remaining directors will be elected at the first meeting of Directors.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Stuart Salenger

2008 NOV -1 P 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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